

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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ISSUER

FASTENAL CO

CIK:[815556](#) | IRS No.: [410948415](#) | State of Incorp.:**MN** | Fiscal Year End: **1231**
SIC: **5200** Building materials, hardware, garden supply

Business Address
*2001 THEURER BLVD
WINONA MN 55987
5074545374*

REPORTING OWNER

Camp Michael Scott

CIK:[1510118](#)
Type: **4** | Act: **34** | File No.: [000-16125](#) | Film No.: [13550610](#)

Mailing Address
*25024 COUNTY ROAD 9
WINONA MN 55987*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person Camp Michael Scott (Last) (First) (Middle) 25024 COUNTY ROAD 9 (Street) WINONA, MN 55987 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FASTENAL CO [FAST] 3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2013		M		25,000	A	\$22.5	31,376	D	
Common Stock	01/24/2013		S		25,000	D	\$48.4006	6,376 ⁽³⁾	D	
Common Stock								10,044 ⁽⁴⁾	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$22.5	01/24/2013		M			25,000	(1)	05/31/2016	Common Stock	25,000	\$ 0	15,000	D	
Employee Stock Option	\$30							(1)	05/31/2019	Common Stock	60,000		60,000	D	

(Right to Buy)															
Employee Stock Option (Right to Buy)	\$54						(2)	05/31/2021	Common Stock	25,000		25,000	D		

Explanation of Responses:

1. The options will fully vest and become exercisable over a period of eight years, with 50% of the option vesting and becoming exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionally on each anniversary of the date of the grant of the option occurring after the initial vesting date.
2. The options will fully vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10% respectively) on each anniversary of the date of the grant of the option occurring after the initial vesting date.
3. Shares jointly owned with reporting person's spouse.
4. Shares attributed to reporting persons account within issuer's 401(K) Plan as of 12/31/2012.

Signatures

/s/ John J. Milek, Attorney-in-Fact
 ** Signature of Reporting Person

01/28/2013
 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.