

Hein LeLand J
Form 4
April 22, 2019

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hein LeLand J

(Last) (First) (Middle)

2001 THEURER BLVD.

(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)

04/17/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Executive VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	04/17/2019		M	7,320	A \$ 47	14,931	D
Common Stock	04/17/2019		S	7,320	D \$ 70.1752	7,611	D
Common Stock	04/18/2019		M	12,609	A \$ 46	20,220	D
Common Stock	04/18/2019		S	12,609	D \$ 70.4864	7,611	D
Common Stock						5,326 ⁽²⁾	I
							Held in 401(K) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 47	04/17/2019		M		7,320		<u>(1)</u>	12/31/2026	Common Stock	7,320
Employee Stock Option (Right to Buy)	\$ 46	04/18/2019		M		12,609		<u>(1)</u>	05/31/2025	Common Stock	12,609

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hein LeLand J 2001 THEURER BLVD. WINONA, MN 55987	Senior Executive VP

Signatures

John Milek,
Attorney-in-Fact 04/22/2019

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

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- The option will vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable half
- (1) way through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) on each anniversary of the date of grant.
 - (2) Shares attributed to reporting person's account within issuer's 401(K) Plan as of April 18, 2019, and reflects a reduction of 6 shares from the last report filed on February 28, 2019, due to an excess contribution in 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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