

LUNDQUIST NICHOLAS J
 Form 4
 April 29, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUNDQUIST NICHOLAS J

(Last) (First) (Middle)
 2001 THEURER BOULEVARD
 (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)
04/25/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Executive VP

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/25/2019 | | M | 37,500 A \$ 54 | 253,500 | D | |
| Common Stock | 04/25/2019 | | S | 37,500 D \$ 70.4848 | 216,000 | D | |
| Common Stock | | | | | 28,000 | I | Owned by Spouse |
| Common Stock | | | | | 8,470 ⁽²⁾ | I | Held in 401(K) Plan |
| | | | | | 512 ⁽³⁾ | I | |

Common
Stock

Owned
by father

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) | \$ 54 | 04/25/2019 | | M | 37,500 | <u>(1)</u> 05/31/2021 | Common Stock | 37,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| LUNDQUIST NICHOLAS J 2001 THEURER BOULEVARD WINONA, MN 55987 | Senior Executive VP |

Signatures

/s/ John Milek,
Attorney-in-Fact

04/29/2019

__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).

These options will fully vest and become exercisable over a period of five years, with 50% vesting and becoming exercisable halfway through the relevant vesting period, and remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.

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- (2) Shares attributed to reporting person's account within issuer's 401(K) Plan as of April 25, 2019 and includes 101 shares added to the account since the reporting person's prior holdings report filed on February 1, 2019.

Shares are owned by reporting person's father and the reporting person, along with his siblings, were provided a power of attorney in

- (3) April of 2018 to share, among other things, investment and voting power over these shares. Reporting person disclaims beneficial ownership over these shares.

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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