

Jansen James C
 Form 4
 May 17, 2018

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 *
 Jansen James C

2. Issuer Name and Ticker or Trading Symbol
 FASTENAL CO [FAST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2001 THEURER BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

WINONA, MN 55987

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

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

(City) (State) (Zip)

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 | 05/15/2018 | | M | | 10,000 | A | \$ 27 | 22,588 | D | |
| Common Stock | 05/15/2018 | | S | | 10,000 | D | \$ 52 | 12,588 | D | |
| Common Stock | 05/15/2018 | | M | | 9,758 | A | \$ 27 | 22,346 | D | |
| Common Stock | 05/15/2018 | | S | | 9,758 | D | \$ 52.5 | 12,588 | D | |
| Common Stock | 05/16/2018 | | M | | 10,000 | A | \$ 27 | 22,588 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|----------------------|---|---------------------|
| Common Stock | 05/16/2018 | S | 10,000 | D | \$ 53.0193 | 12,588 | D | |
| Common Stock | | | | | | 8,335 ⁽²⁾ | I | Held in 401(K) Plan |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to buy) | \$ 27 | 05/15/2018 | | M | 10,000 | ⁽¹⁾ 05/31/2018 | Common Stock | 10,000 | |
| Employee Stock Option (Right to buy) | \$ 27 | 05/15/2018 | | M | 9,758 | ⁽¹⁾ 05/31/2018 | Common Stock | 9,758 | |
| Employee Stock Option (Right to buy) | \$ 27 | 05/16/2018 | | M | 10,000 | ⁽¹⁾ 05/31/2018 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | Executive Vice President |

Jansen James C
2001 THEURER BLVD.
WINONA, MN 55987

Signatures

John Milek,
Attorney-in-Fact

05/17/2018

__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).
- (1) The option becomes vested and exercisable over a period of eight years, with 50% becoming vested and exercisable half way through its vesting period and the remainder becoming vested and exercisable proportionately each year thereafter.
 - (2) Shares attributed to reporting person's account in issuer's 401(K) Plan as of May 16, 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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