

FASTENAL CO
Form 5
February 01, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
OBERTON WILLARD D

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

2001 THEURER BOULEVARD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

WINONA, MN 55987

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/31/2001	Â	G5	80 (1) D \$ 0	117,440 (1) D	Â	
Common Stock	04/30/2009(2)	Â	G	6,399 (2) D \$ 0	224,839 (2) D	Â	
Common Stock	01/25/2012	Â	G	1,800 D \$ 0	503,249 D	Â	
Common Stock	04/20/2012	Â	G	1,000 D \$ 0	502,249 D	Â	

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Common Stock	12/26/2012	Â	G	112,500	D	\$ 0	389,749	D	Â
Common Stock	12/26/2012	Â	G	7,500	D	\$ 0	129,412 ⁽³⁾	I	Owned by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	653 ⁽⁴⁾	I	Held by 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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBERTON WILLARD D 2001 THEURER BOULEVARD WINONA, MN 55987	Â X	Â	Â CEO	Â

Signatures

/s/ John Milek,
Attorney-in-Fact

02/01/2013

__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 amounts reflect securities held as of 12/31/2001. The 80 shares gifted in 2001 have been incorrectly included in subsequent reports filed by the reporting person since the date of the gift and such reported shares were split in 2002, 2005 and 2011, resulting in 640 shares

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over-reported by the reporting person as of the end of fiscal year 2012.

- (2) Amendment to a Form 5 filed for the reporting person on 2/04/2010. The amounts reflect security amounts as of 12/31/2009. The Form 5 filed on 2/04/2010 reporting the transaction on 4/30/2009 inaccurately stated the gift amount as 6400 shares, as opposed to 6399 shares.
- (3) Reporting person disclaims beneficial ownership of these shares.
- (4) Shares attributed to reporting person's account within issuer's 401(K) Plan as of 12/31/2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.