

FASTENAL CO
Form SC 13G/A
February 10, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 21)*

Fastenal Company
(Name of Issuer)

Common Stock
(Title of Class of Securities)

311900104
(CUSIP Number)

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December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

CUSIP No. 311900104

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert A. Kierlin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) "

(b) "

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 8,700,000
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 17,863
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 8,700,000
8 SHARED DISPOSITIVE POWER

WITH:

17,863

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,717,863

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* "

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

- (a) Name of Issuer
Fastenal Company
- (b) Address of Issuer's Principal Executive Offices
2001 Theurer Boulevard

Winona, Minnesota 55987-1500

Item 2.

- (a) Name of Person Filing
This filing is made by Robert A. Kierlin
- (b) Address of Principal Business Office or, if none, Residence
Robert A. Kierlin

Fastenal Company

2001 Theurer Boulevard

Winona, Minnesota 55987-1500
- (c) Citizenship
Robert A. Kierlin is a citizen of the United States
- (d) Title of Class of Securities
Common Stock, \$.01 par value
- (e) CUSIP Number
311900104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under Section 15 of the Act.
- (b) " Bank as defined in Section 3(a)(6) of the Act.
- (c) " Insurance company as defined in Section 3(a)(19) of the Act.
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Not Applicable

Item 4. Ownership

(a) Amount Beneficially Owned

8,717,863

(b) Percent of Class

5.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

8,700,000

(ii) Shared power to vote or to direct the vote

17,863

(iii) Sole power to dispose or to direct the disposition of

8,700,000

(iv) Shared power to dispose or to direct the disposition of

17,863

See Item 6 for further information regarding the nature of the reporting person's beneficial ownership of certain of the above-referenced shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The shares listed in Item 4 include 400 shares held by the reporting person's wife. The reporting person disclaims beneficial ownership of such shares. The reporting person's wife has the right to receive and the power to direct the receipt of dividends from, and the proceeds of the sale of, the shares held by her.

The shares listed in Item 4 also include 17,463 shares held by Hiawatha Education Foundation, a Minnesota non-profit corporation (the "Foundation"). The reporting person disclaims beneficial ownership of such shares. The reporting person and certain of his children are directors, officers and/or members of the Foundation and, as such, have the power, directly or indirectly, to authorize actions on behalf of the Foundation, but have no right, as such, to share in any dividends from, or any proceeds of the sale of, the shares held by the Foundation. The Foundation has the right to receive and the power to direct the receipt of dividends from, and the proceeds of the sale of, the shares held by it.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2009
Date

/s/ Robert A. Kierlin
Signature

Robert A. Kierlin
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).