FASTENAL CO Form 4 June 11, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Person

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hein LeLand J Issuer Symbol FASTENAL CO [FAST] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 2001 THEURER BLVD. 06/08/2012 below) **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

WINONA, MN 55987

(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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	06/08/2012		P		300 (1)	A	\$ 39.4398	5,300 (2)	D	
Common Stock	06/08/2012		P		3,000	A	\$ 39.4471	8,300 (1)	D	
Common Stock	06/08/2012		G	V	150 (3)	D	\$ 0	8,150 (1)	D	
Common Stock	06/08/2012		G	V	150 (3)	A	\$ 0	150	I	Held by Son
Common Stock								5,475 <u>(4)</u>	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.

Persons who 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration	Title N			
						Exercisable	Date	of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hein LeLand J

2001 THEURER BLVD. **Executive Vice President**

WINONA, MN 55987

Signatures

John Milek, 06/11/2012 Attorney-in-Fact

**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) 300 shares maintained in self-directed IRA account.
- Includes 5000 shares directly held by the reporting person, which shares were previously held in and transferred on December 31, 2010 **(2)** from a joint account maintained with the reporting person's spouse.
- This transaction involved a gift of issuer's shares by the reporting person to his son, who is viewed as a member of the reporting person's (3) household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or any other purpose.
- (4) Shares attributed to reporting person's account within issuer's 401(K) Plan as of December 31, 2011.

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

Reporting Owners 2

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

SEC 1474

(9-02)

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