

FASTENAL CO  
Form 4  
September 11, 2008

**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 \*  
GOSTOMSKI MICHAEL M

(Last) (First) (Middle)  
1666 VALLEY VIEW DRIVE  
(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)  
09/09/2008

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)

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	09/09/2008		S		50,000 (1) \$ 53.2394	D	398,904 (1) (3)	I	See Footnote (1) (3)
Common Stock	09/09/2008		S		25,000 (2) \$ 52.7995	D	249,300 (2)	I	See Footnote (2)
Common Stock	09/10/2008		S		14,500 (4) \$ 53.5505	D	0 (4)	I	See Footnote (4)
Common Stock	09/10/2008		S		15,000 (5) \$ 53.5463	D	10,000 (5)	I	See Footnote (5)

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Common Stock      09/10/2008      S      20,000      D      \$ 53.9703      12,000 <sup>(6)</sup>      I      See Footnote (6)

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.**      SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOSTOMSKI MICHAEL M 1666 VALLEY VIEW DRIVE WINONA, MN 55987		X		

## Signatures

/s/ John Milek,  
Attorney-in-Fact      09/11/2008

        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 shares reported under this footnote are held by the reporting person's revocable living trust. The reporting person disclaims beneficial ownership of these shares.
- (2) The shares reported under this footnote are held by the Joette R. Gostomski Grantor Retained Annuity Trust, over which the reporting person's spouse has voting and investment power. The reporting person disclaims beneficial ownership of these shares.

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- (3) An additional 1250 shares are held by the reporting person's spouse. The reporting person disclaims beneficial ownership of these shares.
- (4) The shares reported under this footnote are held by the Gostomski Family Foundation, for which the reporting person and his spouse share voting and investment power. The reporting person disclaims beneficial ownership of these shares.
- (5) The shares reported under this footnote are held by a Net Income with Makeup Charitable Remainder Unitrust, for which the reporting person and his spouse share voting and investment power. The reporting person disclaims beneficial ownership of these shares.
- (6) The shares reported under this footnote are held by a Charitable Remainder Trust, for which the reporting person and his spouse share voting and investment power. The reporting person disclaims beneficial ownership of 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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