FASTENAL CO
Form 5
February 01, 2013

FORM 5

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

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

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

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

(Last) (First) (Middle)

2001 THEURER BOULEVARD

(Street)

WINONA,Â MNÂ 55987

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 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)
				Amount	(A) or (D)	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

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
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

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.
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