

MCCONNON HENRY K
Form 4
November 09, 2005

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 *
MCCONNON HENRY K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
425 WINDMERE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2005

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

STATE COLLEGE, PA 16801

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 | 11/09/2005 | | S | 1,600 D | \$ 318,400 ^{(1) (2)} _{(3) (4)} | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | | S | 2,300 D | \$ 316,100 ^{(1) (2)} _{(3) (4)} | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | | S | 1,600 D | \$ 314,500 ^{(1) (2)} _{(3) (4)} | I | Owned by reporting persons spouse |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|--|---|-----------------------------------|
| Common Stock | 11/09/2005 | S | 1,560 | D | \$ 77.25 | 312,940 | ⁽¹⁾ ⁽²⁾ <u>(3)</u> <u>(4)</u> | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | S | 1,600 | D | \$ 77.42 | 311,340 | ⁽¹⁾ ⁽²⁾ <u>(3)</u> <u>(4)</u> | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | S | 1,500 | D | \$ 76.87 | 309,840 | ⁽¹⁾ ⁽²⁾ <u>(3)</u> <u>(4)</u> | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | S | 2,000 | D | \$ 76.58 | 307,840 | ⁽¹⁾ ⁽²⁾ <u>(3)</u> <u>(4)</u> | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | S | 940 | D | \$ 77.08 | 306,900 | ⁽¹⁾ ⁽²⁾ <u>(3)</u> <u>(4)</u> | I | Owned by reporting persons spouse |
| Common Stock | 11/09/2005 | S | 1,900 | D | \$ 77.2 | 305,000 | ⁽¹⁾ ⁽²⁾ <u>(3)</u> <u>(4)</u> | I | Owned by reporting persons spouse |

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.

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(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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCONNON HENRY K 425 WINDMERE STATE COLLEGE, PA 16801 | | X | | |

Signatures

/s/ John Milek,
Attorney-in-Fact

11/09/2005

__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) Reporting person disclaims beneficial ownership of these shares.
- (2) Reporting person directly owns 956,224 additional shares of issuers common stock.
- (3) Does not include 24000 shares of issuers common stock held by the reporting persons father with respect to which the reporting person holds a power of attorney. The reporting person disclaims beneficial ownership of these shares.
- (4) Does not include 1150 shares of issuers common stock which is held by the reporting person as custodian for the reporting persons grandchild. 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. 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.