

FASTENAL CO  
Form DEF 14A  
February 24, 2016

SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Fastenal Company

(Name of Registrant as Specified in its Charter)

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3) Filing Party:

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2001 Theurer Boulevard  
Winona, Minnesota 55987-0978  
(507) 454-5374

February 24, 2016

Dear Fellow Shareholders:

I am pleased to invite you to attend our annual meeting to be held at Fastenal's home office at 2001 Theurer Boulevard, Winona, Minnesota, commencing at 10:00 a.m., central time, on Tuesday, April 19, 2016.

The notice of annual meeting and the proxy statement, which follow, describe the matters to come before the annual meeting. During the annual meeting, we will also review the activities of the past year and items of general interest about Fastenal and will be pleased to answer your questions. Please join us for lunch immediately following the annual meeting.

This year we are again taking advantage of a Securities and Exchange Commission rule allowing us to furnish our proxy materials over the internet. If you are a shareholder who holds shares in an account with a broker (also referred to as shares held in 'street name'), you will receive a notice regarding availability of proxy materials by mail from your broker. The notice will tell you how you can access our proxy materials and provide voting instructions to your broker over the internet. It will also tell you how to request a paper or e-mail copy of our proxy materials. If you are a shareholder whose shares are registered directly in your name with our transfer agent, Wells Fargo Bank, N.A. (a 'registered shareholder'), you will continue to receive a copy of our proxy materials by mail as in previous years. We hope that you will be able to attend the annual meeting in person and we look forward to seeing you. Whether or not you plan to attend the meeting, your vote is important and we encourage you to vote promptly.

Sincerely,  
Willard D. Oberton  
Chairman of the Board

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FASTENAL COMPANY

Notice of Annual Meeting of Shareholders

DATE & TIME            Tuesday, April 19, 2016 at 10:00 a.m. (central time)

PLACE                    Fastenal Company  
2001 Theurer Boulevard  
Winona, Minnesota 55987  
(meeting held in the warehouse)

ITEMS  
OF BUSINESS            1. The election of a board of directors consisting of nine members to serve until the next  
regular  
                              meeting of shareholders or until their successors have been duly elected and qualified.  
2. The ratification of the selection of KPMG LLP as independent registered public  
accounting firm  
                              for the year ending December 31, 2016.  
3. An advisory vote on a non-binding resolution to approve the compensation of certain of  
our  
                              executive officers disclosed in this proxy statement.  
4. The transaction of such other business as may properly be brought before the annual  
meeting.

RECORD DATE            You may vote at the annual meeting if you were a shareholder of record at the close of  
business on February 19, 2016.

VOTING BY PROXY        YOUR VOTE IS IMPORTANT – Your proxy is important to ensure a quorum at the annual  
meeting. Even if you own only a few shares, and whether or not you plan to attend the  
meeting, please follow the instructions you received to vote your shares as soon as possible,  
to ensure that your shares are represented at the meeting.

By Order of the Board of Directors,  
Sheryl A. Lisowski  
Interim Chief Financial Officer, Controller, and Chief Accounting Officer  
Winona, Minnesota  
February 24, 2016

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PROXY STATEMENT

Proxies are being solicited by the board of directors of Fastenal Company (hereinafter referred to as Fastenal or by terms such as the company, we, our, or us) for use in connection with the annual meeting to be held on Tuesday, April 19, 2016 at our principal executive office commencing at 10:00 a.m., central time, and at any adjournments thereof. The mailing address of our principal executive office is 2001 Theurer Boulevard, Winona, Minnesota 55987-0978 and our telephone number is (507) 454-5374. The mailing of this proxy statement and our board of directors' form of proxy to shareholders whose shares are registered directly in their names with our transfer agent ('registered shareholders') will commence on or about March 8, 2016. The mailing of the notice regarding availability of proxy materials to our shareholders who hold shares in accounts with brokers (also referred to as shares held in 'street name') will commence on or about the same date.

TABLE OF CONTENTS

<u>General information about the meeting and voting</u>	<u>2</u>
<u>Proposal #1 – Election of directors</u>	<u>4</u>
<u>Corporate governance and director compensation</u>	<u>8</u>
<u>Proposal #2 – Ratification of appointment of independent registered public accounting firm</u>	<u>14</u>
<u>Audit and related matters</u>	<u>14</u>
<u>Proposal #3 – An advisory vote on a non-binding resolution to approve the compensation of our executive officers disclosed in this proxy statement</u>	<u>16</u>
<u>Executive compensation</u>	<u>17</u>
<u>Security ownership of principal shareholders and management</u>	<u>33</u>
<u>Additional matters</u>	<u>35</u>
<u>Deadlines for receipt of shareholder proposals for the 2017 annual meeting</u>	<u>35</u>

Table of Contents

GENERAL INFORMATION ABOUT THE MEETING AND VOTING

What am I voting on?

These are the proposals scheduled to be voted on at the annual meeting:

• Election of all nine directors ('Proposal #1');

• Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2016 ('Proposal #2'); and

• Adoption of the resolution approving, on an advisory basis, the compensation of certain of our executive officers ('Proposal #3').

Who is entitled to vote?

The common stock of Fastenal, par value \$.01 per share, is our only authorized and issued voting security. At the close of business on February 19, 2016, there were 288,522,069 shares of common stock issued and outstanding, each of which is entitled to one vote. Only shareholders of record at the close of business on February 19, 2016 will be entitled to vote at the annual meeting or any adjournments thereof.

What constitutes a quorum?

The presence at the annual meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding at the close of business on the record date will constitute a quorum for the transaction of business at the meeting.

How many votes are required to approve each proposal?

Election of Directors

As is the case this year, where the number of nominees does not exceed the number of directors to be elected, directors are elected under a majority voting standard. This means that each director must receive more votes for his or her election than votes against in order to be elected. If an incumbent director fails to receive a sufficient number of votes to be elected, he or she must promptly offer to resign, and the nominating committee will make a recommendation on the resignation offer and the board must accept or reject the offer within 90 days and publicly disclose its decision and rationale. Shareholders do not have the right to cumulate their votes in the election of directors.

Ratification of Independent Registered Public Accounting Firm

The affirmative vote of the holders of the greater of (1) a majority of the shares of common stock present in person or by proxy at the annual meeting and entitled to vote or (2) a majority of the minimum number of shares entitled to vote that would constitute a quorum for the transaction of business at the annual meeting is required for approval of Proposal #2.

Approval of Executive Compensation

The vote to approve our executive compensation is advisory and not binding on our board of directors. However, our board will consider our shareholders to have approved our executive compensation if the number of votes 'FOR' Proposal #3 exceeds the number of votes 'AGAINST' Proposal #3.

How are votes counted?

You may vote 'FOR', 'AGAINST' or 'ABSTAIN' on Proposals #1, #2, and #3. Abstentions will be counted as present for purposes of determining the existence of a quorum. If you abstain from voting on any proposal other than the election of directors or the approval of executive compensation, it has the same effect as a vote against the proposal. An abstention will not have any effect on the outcome of the election of directors or on the approval of executive compensation. If you just sign and submit a proxy card without voting instructions, your shares will be voted 'FOR' each director nominee and 'FOR' or 'AGAINST' any other proposal as recommended by the board.

What is a broker non-vote?

If shareholders do not give their brokers instructions as to how to vote shares held in street name, the brokers have discretionary authority to vote those shares on 'routine' matters, such as the ratification of independent registered public accounting firms, but not on 'non-routine' proposals, such as the election of directors and advisory votes regarding executive compensation. As a result, if you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. This is sometimes called a 'broker non-vote'. Shares held by brokers who do not have

discretionary authority to vote on a particular matter and who have not received voting instructions from their customers will be counted as present for the purpose of determining whether there is a quorum at the annual meeting, but will not be counted or deemed to be present in person or by proxy for the purpose of determining whether our shareholders have approved that matter.

-2-

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## Table of Contents

How does the board recommend that I vote?

Fastenal's board recommends that you vote your shares:

•FOR' each of the nominees to the board named in this proxy statement;

•FOR' the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2016; and

•FOR' the adoption of the resolution approving, on an advisory basis, the compensation of certain of our executive officers.

How do I vote my shares without attending the annual meeting?

Registered Shareholders

If you are a registered shareholder, you may vote without attending the annual meeting by telephone, over the internet, or by mail as described below. To vote:

By telephone, (1) on a touch-tone telephone, call toll-free 1-800-690-6903, 24 hours a day, seven days a week, until 11:59 p.m., eastern time, on April 18, 2016, (2) have your proxy card available, and (3) follow the instructions provided;

•Over the internet, (1) go to [www.proxyvote.com](http://www.proxyvote.com), 24 hours a day, seven days a week, until 11:59 p.m., eastern time, on April 18, 2016, (2) have your proxy card available, and (3) follow the instructions provided; or

By mail, (1) mark, date, and sign the enclosed proxy card, and (2) return the proxy card in the enclosed postage-paid envelope to Fastenal Company, c/o Broadridge, 51 Mercedes Way, Edgewood, New York 11717. You should sign your name exactly as it appears on the proxy card. If you are signing the proxy card in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), you should indicate your name and title or capacity.

Shares held jointly by two or more registered shareholders may be voted by any joint owner, unless we receive written notice from another joint owner denying the authority of the first joint owner to vote those shares.

Shares Held in Street Name

If you hold your shares in street name, you will receive a notice regarding availability of proxy materials that will tell you how to access our proxy materials and provide voting instructions to your broker over the internet. It will also tell you how to request a paper or e-mail copy of our proxy materials. As noted above, if you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposals on which your broker does not have discretionary authority to vote.

Shares Held in the Fastenal Company and Subsidiaries 401(k) and Employee Stock Ownership Plan ('401(k) plan')

If you participate in our 401(k) plan and have investments in the Fastenal stock fund, you will receive instructions from the trustee of the plan that you must follow in order for shares attributable to your account to be voted. The trustee will vote shares for which no directions have been timely received, and shares not credited to any participant's account, in proportion to votes cast by participants who have timely responded.

How do I vote my shares in person at the annual meeting?

If you are a registered shareholder and prefer to vote your shares at the annual meeting, bring the enclosed proxy card or proof of identification. You may vote shares held in street name only if you obtain and bring to the annual meeting a signed proxy from the record holder (broker or other nominee) giving you the right to vote the shares. Shares attributable to your account in our 401(k) plan may not be voted by you in person at the annual meeting. Even if you plan to attend the annual meeting, we encourage you to vote in advance by telephone, over the internet, or by mail so that your vote will be counted if you later decide not to attend the meeting. If you are a registered shareholder who wishes to vote in person at the annual meeting and have previously submitted a proxy, you must deliver to an officer of Fastenal a written notice of termination of the proxy's authority before the vote. Attendance at the annual meeting will not itself revoke a previously granted proxy.

How do I change my vote?

If you are a registered shareholder, you may revoke your proxy (1) prior to the annual meeting by mailing a later dated proxy or by submitting a subsequent proxy by telephone or over the internet at any time before the applicable deadline noted above, or (2) at the annual meeting by delivering to an officer of Fastenal a written notice of termination of the proxy's authority at any time prior to the vote. If you hold your shares in street name or through our 401(k) plan and

wish to change your vote, you should follow the instructions received from your broker or the trustee of the plan.  
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-3-

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Table of Contents

## PROPOSAL #1—ELECTION OF DIRECTORS

## Nominees and Required Vote

Our bylaws provide that our business will be managed by or under the direction of a board of directors of not less than five or more than 12 directors. Within this range, the exact number of directors is fixed from time to time by the board of directors. The board currently consists of eleven members. However, two of our directors, Leland J. Hein and Hugh L. Miller, will not stand for reelection at the annual meeting. Mr. Miller has decided not to stand for reelection due to family circumstances leaving him with less time to devote to board matters. The board of directors has determined, based on the recommendation of our nominating committee, not to re-nominate Mr. Hein for election as a director since Mr. Hein no longer serves as president and chief executive officer of the company. The company thanks Mr. Hein and Mr. Miller for their service as directors. Also based on the recommendation of our nominating committee, the board has determined not to fill the vacancies that will occur on the board as a result of Mr. Hein's and Mr. Miller's departure and has, accordingly, fixed the number of directors to be elected at the annual meeting at nine. Each director will be elected at the annual meeting for a term that expires at the next regular shareholders' meeting and will hold office for the term for which he or she was elected or until a successor is elected and qualified.

Each of the nominees named below is a current director of Fastenal and has indicated a willingness to be named in this proxy statement and to serve as a director for the ensuing year. Each of the nominees has been previously elected by our shareholders, with the exception of Stephen L. Eastman and Daniel L. Florness, who were appointed by the board of directors effective June 1, 2015 and January 1, 2016, respectively. Proxies solicited by the board of directors will, unless otherwise directed, be voted to elect the nine nominees named below to constitute the entire board.

Notwithstanding the foregoing, in case any such nominee is not a candidate at the annual meeting of shareholders for any reason, the proxies named in the enclosed proxy card may vote for a substitute nominee in their discretion.

The following table sets forth certain information as to each director and nominee for the office of director (other than those directors whose term of office will not continue after the annual meeting):

Name	Age	Director Since	Position
Willard D. Oberton	57	1999	Chairman of the Board and Director
Michael J. Ancius	51	2009	Director
Michael J. Dolan	67	2000	Director
Stephen L. Eastman	51	2015	Director
Daniel L. Florness	52	2016	President, Chief Executive Officer, and Director
Rita J. Heise	59	2012	Director
Darren R. Jackson	51	2012	Director
Scott A. Satterlee	47	2009	Director
Reyne K. Wisecup	53	2000	Executive Vice President – Human Resources and Director

## Director Qualifications

Fastenal's board of directors is comprised of a diverse group of individuals of varying backgrounds and experiences. Our management directors bring important internal insights and perspective developed during their years of experience in operations and administration at the company. They provide direct-line feedback for the people-centered culture that has played a major role in the company's success. Our independent directors contribute a variety of expertise derived from their backgrounds in the areas of entrepreneurial leadership, strategic planning, multi-location sales and marketing, manufacturing, distribution, international market development, information technology, publicly-held company reporting, professional administration, investor relations, risk management, and accounting. The board believes each of the nominees possesses the experience, skills, and attributes to serve on the company's board of directors, and collectively contribute to its ongoing success.

Mr. Willard D. Oberton has served as chairman of the board since April 2014. He also served as the company's chief executive officer from December 2002 through December 2014, when he retired from that position, and again on an interim basis from July 2015 through December 2015. He began his business career with Fastenal in January 1980, and was promoted to branch manager, then district manager, and later to general operations manager. He served as our vice president from March 1997 through June 2000, as our executive vice president from June 2000 through July

2001, as our chief operating officer from March 1997 through December 2002, and as our president from July 2001 through July 2012 and again on an interim basis from July 2015 through December 2015. Mr. Oberton's professional career grew from within Fastenal as he successfully worked, managed, and provided leadership to most of the departments and disciplines integral to the company's growth and

-4-

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Table of Contents

financial success. Mr. Oberton's varied experience with the company, including his long tenure as chief executive officer, gives the board unique insight into the company's 'success drivers' and provides continuity to Mr. Florness in the development and execution of the company's strategy. In addition, Mr. Oberton serves on the board of directors of publicly-held Donaldson Company, which gives him useful insight into another organization's corporate governance, compensation planning, and strategic development. Also, he serves on the board of WinCraft, Inc., a privately-held company involved in manufacturing and distributing promotional marketing merchandise, which are important disciplines helpful to Fastenal. Additionally, he has served on the boards of various community and educational organizations, including the board of trustees of St. Benedict's College, St. Joseph, Minnesota.

Mr. Oberton has been a director of Fastenal since 1999.

Mr. Michael J. Ancius serves as the director of strategic planning, financing, and taxation of Kwik Trip, Inc., a position he has held since 1997. Kwik Trip is a privately-held multi-location retail convenience store chain and food processing and logistics company headquartered in La Crosse, Wisconsin, with \$4.5 billion in annual revenues and over 16,000 employees at over 500 locations. Prior to 1997, Mr. Ancius was a senior manager with the certified public accounting firm of RSM US LLP for ten years, where he specialized in taxation. His background in strategic planning, board operations, capital markets, capital structures and valuations, insurance risk management, taxation, and financial and accounting matters contributes a unique set of skills to the board. Additionally, his involvement with Kwik Trip's strategic planning and development of Kwik Trip's compensation strategies brings beneficial insight to our compensation committee.

Mr. Ancius has been a director of Fastenal since 2009 and is a member of our compensation committee and chair of our nominating committee.

Mr. Michael J. Dolan has worked as a business consultant since March 2001. From October 1995 through February 2001, he served as executive vice president and chief operating officer of The Smead Manufacturing Company, participating in the management and leadership of that privately-owned manufacturer of office filing products. At the time of Mr. Dolan's involvement with that company, Smead had sales of approximately \$500 million, manufactured its products in multi-plant locations in North America and Europe, and sold and distributed its products in all fifty states and internationally. Prior to 1995, Mr. Dolan was a partner in the international audit and accounting firm of KPMG LLP, which assisted in taking Fastenal public in 1987. He was associated with KPMG LLP for a total of twenty-five years during which time he specialized in advising distribution, transportation, and manufacturing companies, several of which were publicly-held. His operations background in manufacturing, multi-location distribution, transportation, and marketing serves the board and company in these areas integral to Fastenal's business, and provides experience in evaluating business risk as well as opportunity. His financial background and experience in accounting and reporting matters and in advising publicly-held companies provides the experience needed to chair the company's audit and compensation committees. He has also served on various community and educational boards, including the board of trustees of St. Mary's University, Winona, Minnesota.

Mr. Dolan has been a director of Fastenal since 2000, is a member of our nominating committee, and is chair of our audit and compensation committees.

Mr. Stephen L. Eastman, has served as president of the parts, garments, and accessories division of Polaris Industries Inc., a manufacturer and marketer of recreational vehicles with \$4.7 billion in annual revenues, a position he has held since 2015. In his capacity as president, he is responsible for leading the strategic direction, product development, supply chain operations, sales, marketing, and e-commerce of the parts, garments, and accessories division. From 2012 to 2014, he served as vice president of that same division. Prior to 2012, Mr. Eastman held various managerial positions during a tenure of almost 30 years with Target Corporation, a multi-location and online retailer of consumer products, including president of Target.com from 2008 to 2011. His background in executive and managerial leadership in multi-location consumer products companies, supply chain strategy, inventory management, and e-commerce provides valuable insight and guidance in these areas to the board.

Mr. Eastman has been a director of Fastenal since 2015 and is a member of our audit committee.

Table of Contents

Mr. Daniel L. Florness, serves as the company's president and chief executive officer. He began his career at Fastenal in 1996, and served as the company's chief financial officer from June 1996 to December 2002, and as an executive vice president and the chief financial officer of the company from December 2002 to December 2015. During his time as chief financial officer, Mr. Florness' experience with the company expanded beyond finance, including leadership of product development and procurement, and, in more recent years, the company's national accounts business. In his role as president and chief executive officer, Mr. Florness provides the board with critical input on the development and implementation of high level strategies for the company and on the overall operations and resources of the company. In addition, his long prior tenure as chief financial officer makes Mr. Florness uniquely situated to provide the board with in-depth insight into the company's financial planning, internal controls, and regulatory compliance. Mr. Florness also serves on the board of directors of PlastiComp, Inc., a privately-held company specializing in the provision of long fiber thermoplastic composites and technologies.

Mr. Florness has been a director of Fastenal since January 2016.

Ms. Rita J. Heise has worked as a business consultant since January 2012. From 2002 through her retirement in December 2011, she served as a corporate vice president and chief information officer of Cargill, Incorporated, an international producer and marketer of food, agricultural, financial and industrial products and services, and one of the largest privately-owned companies in the world. In her capacity as the chief information officer, she was responsible for Cargill's information technology worldwide. While at Cargill, she also served as a platform leader providing executive leadership for the agriculture horizon, animal nutrition, and salt/de-icing businesses and was a member of the business transformation and process improvement leadership teams. Prior to joining Cargill, Ms. Heise was the chief information officer for the aerospace business of Honeywell International Inc. and for Honeywell's Europe, Middle East, and Africa operations. During her 25 years at Honeywell, she worked on business integrations, process improvement teams, and mergers and acquisitions; led various information technology assignments; and held various positions in supply chain, operations, customer service, and distribution. Ms. Heise has participated in information technology industry committees and currently serves as chair of the board of Blue Cross Blue Shield of Minnesota, a non-profit health services company. She previously served on the board of Adventium Labs, a privately-held systems engineering and cyber-security company. Her information technology background, combined with a diverse operations background, offers the board valuable insight on ways for Fastenal to maximize the use of advancing technologies in marketing, operations, and distribution.

Ms. Heise has been a director of Fastenal since 2012 and is a member of our compensation committee.

Mr. Darren R. Jackson retired in January 2016 as chief executive officer and a director of Advance Auto Parts, Inc., a publicly-held auto parts sourcing and distribution company with \$9.7 billion in annual revenues, positions he held since January 2008 and July 2004, respectively. From 2000 through 2007, he was employed at Best Buy Co., Inc., a publicly-held specialty retailer of consumer electronics, and was appointed its executive vice president-finance and chief financial officer in February 2001. Prior to 2000, he served as vice president and chief financial officer of Nordstrom Full Line Department Stores, Inc., a publicly-held organization, and also held various senior positions, including chief financial officer, with Carson Pirie Scott & Company, previously a publicly-held organization. He began his career at KPMG LLP. His background in executive leadership in multi-location consumer products companies contributes valuable insight to enhance Fastenal's basic distribution model, and offers guidance into expansion opportunities. Mr. Jackson has also served on the Marquette University board of trustees since 2004.

Mr. Jackson has been a director of Fastenal since 2012 and is a member of our audit committee.

Mr. Scott A. Satterlee retired in January 2016 as president of the North America Surface Transportation Division of C.H. Robinson Worldwide, Inc., a position he held since December 2014. He served as a senior vice president of transportation of that company from December 2007 through December 2014, and a vice president of transportation of that company from early 2002 through December 2007. C.H. Robinson, with annual revenues of over \$13.5 billion, is a publicly-held global provider of transportation and logistics services headquartered in Eden Prairie, Minnesota. As an executive officer of C.H. Robinson, Mr. Satterlee was responsible for a portion of its global operations with duties that included oversight of a decentralized network of offices, each with local and global account relationships. Additionally, Mr. Satterlee was accountable at C.H. Robinson for expanding operations into portions of South America, Europe, and Asia. His duties included oversight of the company's North American Surface Transportation

Network of offices which included the primary service lines of 'truck load', 'less-than truck load', and 'intermodal shipping'. He brings multi-location operational, compensation, and international business development experience to the board, all consistent with our company's strategic focus.

Mr. Satterlee has been a director of Fastenal since 2009 and is a member of our compensation committee.

-6-

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Table of Contents

Ms. Reyne K. Wisecup serves as the company's executive vice president – human resources. She began her career at Fastenal in 1988, and served in various operational and administrative areas until being named human resources director in April 1997. In April 2002, she was promoted to vice president of employee development, a position she held until November 2007 when she was made executive vice president – human resources. In her capacity as executive vice president – human resources, Ms. Wisecup has management responsibilities for the company's human resources department which includes human relations, payroll, benefits, diversity and compliance, general insurance, legal, and the Fastenal School of Business. Because we credit much of our success to our 'people centered' decentralized structure, relying upon the entrepreneurial motivation and creative energy of our employees, Ms. Wisecup provides a very helpful direct link between the employees and the board which aids the board in shaping employee relations. Her career path also epitomizes the 'promote from within' philosophy which is a cornerstone of Fastenal's culture. Ms. Wisecup has been a director of Fastenal since 2000.

None of the above nominees is related to any other nominee or to any of our executive officers.

THE BOARD OF DIRECTORS RECOMMENDS VOTING FOR  
THE ELECTION OF EACH OF THE ABOVE NOMINEES

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## Table of Contents

### CORPORATE GOVERNANCE AND DIRECTOR COMPENSATION

#### Director Independence and Other Board Matters

Our board of directors has determined that none of Mr. Ancius, Mr. Dolan, Mr. Eastman, Ms. Heise, Mr. Jackson, Mr. Miller, or Mr. Satterlee has any relationships that would interfere with the exercise by such person of independent judgment in the carrying out of his or her responsibilities as a director and that each such individual is an independent director under the listing standards of the NASDAQ Stock Market (herein referred to as 'independent directors'). At the time of his retirement from the board of directors of the company in April 2015, Michael M. Gostomski was also an independent director. The independent directors constitute a majority of our board of directors and a majority of the nominees for the office of director. In making the board's independence determination, the members of the board were aware of and considered various transactions between Fastenal, on the one hand, and companies in or with respect to which certain of our directors have equity interests or serve as directors, officers, or employees, on the other hand. Those transactions consisted of the purchase of products by such companies from Fastenal in the ordinary course of business and on terms available to comparable unrelated customers in similar circumstances, and the purchase by Fastenal of products or services from such companies in the ordinary course of business on terms negotiated on an arm's-length basis. None of our directors were in any way directly involved with any of these transactions.

All interested parties, including our shareholders, may contact our board of directors by e-mail addressed to bod@fastenal.com. Registered or beneficial owners of our common stock should identify themselves in their e-mails as shareholders of the company. The executive assistant to our chief executive officer periodically reviews all such e-mails and forwards all communications from our shareholders, and all communications from other interested parties requiring board attention, to the chairman of the board.

We have no formal policy regarding attendance by directors at our annual meeting, although most of our directors have historically attended this meeting. Each of our directors attended our 2015 annual meeting, with the exception of Mr. Oberton, who missed the meeting due to a personal matter.

#### Board Oversight of Risk

The board of directors recognizes that, although risk management is a primary responsibility of the company's management, the board plays a critical role in oversight of risk. The board, in order to more specifically carry out this responsibility, has assigned the audit committee the primary duty to periodically review the company's policies and practices with respect to risk assessment and risk management, including discussing with management the company's major risk exposures and the steps that have been taken to monitor and control those exposures. The compensation committee has been assigned the duty to assess the impact of the company's compensation programs on risk and recommend to the board of directors the adoption of any policies deemed necessary or advisable in order to mitigate compensation related risks. Information on the compensation committee's involvement in risk assessment and management as they relate to compensation programs is provided below under 'Executive Compensation-Compensation Discussion and Analysis.' Each committee reports to the board ensuring the board's full involvement in carrying out its responsibility for risk management.

The board's oversight role in this area has not affected its leadership structure, largely because of the level of direct communication between various members of senior management and the board and its committees.

#### Board Leadership Structure and Committee Membership

Mr. Oberton served as chairman of the board of the company throughout 2015. From July 2015 through December 2015, Mr. Oberton was also interim president and chief executive officer of the company. Mr. Oberton assumed that

position on a temporary basis upon the resignation of Mr. Hein as president and chief executive officer. However, the positions of chairman and chief executive officer were again separated on January 1, 2016 when Mr. Florness' election as president and chief executive officer of the company became effective.

Although the roles of chairman and chief executive officer are now separated, separation of the two offices is not mandated by any corporate governance guidelines of the company and continued separation of the roles will depend upon specific circumstances and the experience and background of the company's leadership.

As chairman, Mr. Oberton is the primary liaison between senior management and the independent directors and provides strategic input and leadership to our executive officers. With input from the other board members, committee chairs, and management, he develops the agenda for board meetings, sets board meeting schedules, and presides over meetings of the



Table of Contents

board. As the company's chairman, former chief executive officer and a board member for over sixteen years, Mr. Oberton combines a detailed and in-depth knowledge of the company's day-to-day operations with an ability to identify strategic priorities essential to the future success of the company and effectively execute the company's strategic plans.

Mr. Oberton is not responsible for setting agendas for executive sessions of the independent directors. Instead that duty is currently performed by Mr. Dolan with input from the company's other independent directors. Mr. Dolan's role in establishing agendas for the executive sessions helps assure that those sessions remain effective forums for promoting open and candid discussion among the independent directors regarding issues of importance to the company, including evaluating the performance and effectiveness of members of management.

At this time our independent directors have determined not to appoint one of their members to serve as lead independent director due to their view that all of the independent directors should feel equally engaged, responsible for, and involved in, company affairs and that appointment of a single individual to serve as lead independent director would run counter to that objective.

During 2015, we had three standing board committees, consisting of an audit committee, a compensation committee, and a nominating committee. The members of these committees during 2015, and the number of meetings held by the board and by each committee during 2015, are detailed below. Each incumbent director, other than Mr. Jackson, attended more than 75% of the aggregate number of meetings in 2015 of the board and the various committees on which he or she served that were held during his or her term of service on the board. Mr. Jackson was unable to attend the January 2015 board of directors meeting, as well as two of the three January audit committee meetings, due to his required presence at Advance Auto Parts, Inc., his employer at that time.

	Board Chairman	Audit Chairman	Compensation Chairman	Nominating Chairman
Mr. Oberton	X		X	X
Mr. Ancius	X		X	
Mr. Dolan	X	X	X	X
Mr. Gostomski <sup>(1)</sup>	X		X	
Mr. Eastman <sup>(2)</sup>	X	X		
Mr. Hein	X			
Ms. Heise	X		X	
Mr. Jackson	X	X		
Mr. Miller	X	X		X
Mr. Satterlee <sup>(3)</sup>	X	X	X	
Ms. Wisecup	X			
Number of 2015 meetings	4	6	7	2

<sup>(1)</sup> Mr. Gostomski served as a member of our compensation committee until his retirement from our board of directors effective April 2015.

<sup>(2)</sup> Mr. Eastman was appointed as a member of our audit committee effective October 2015.

<sup>(3)</sup> Mr. Satterlee was appointed as a member of our compensation committee effective October 2015. Prior to that, Mr. Satterlee served as a member of our audit committee.

**Audit Committee**

Our audit committee consists of four directors, each of whom is an independent director. Our board of directors has determined that Mr. Dolan and Mr. Jackson are 'audit committee financial experts' under the rules of the SEC.

The audit committee is responsible for overseeing our management and independent registered public accounting firm as to corporate accounting, financial reporting, internal controls, audit matters, and corporate risk management, and has the authority to:

Select, evaluate, compensate, and replace our independent registered public accounting firm;

Pre-approve services to be provided by our independent registered public accounting firm;

Review and discuss with our management and independent registered public accounting firm our interim and audited annual financial statements, and recommend to our board whether the audited annual financial statements should be included in our annual report on Form 10-K;

Review and discuss with management our major risk exposures and the steps that management has taken to monitor and control such exposures;

-9-

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## Table of Contents

- Monitor the activities and performance of our internal auditors and our independent registered public accounting firm;
- Monitor the independence of our independent registered public accounting firm;
- Oversee our internal compliance programs;
- Review related person transactions for potential conflict-of-interest situations; and
- Establish procedures for the receipt, retention, and treatment of complaints regarding accounting, internal controls, or auditing matters.

Our audit committee operates under a written charter originally adopted by our board of directors in June 2000 and most recently amended in January 2013. The audit committee reviews its charter on an annual basis to determine if any amendments are needed. A copy of the current charter is available on the Corporate Governance page of the Investors section of our website at [www.fastenal.com](http://www.fastenal.com).

### Related Person Transaction Approval Policy

In January 2007, our board of directors adopted a formal written related person transaction approval policy, which sets out our policies and procedures for the review, approval, or ratification of 'related person transactions'. For these purposes, a 'related person' is a director, nominee for director, executive officer, or holder of more than 5% of our common stock, or any immediate family member of any of the foregoing. This policy is reviewed periodically to determine if any amendments are needed. A copy of the current policy is available on the Corporate Governance page of the Investors section of our website at [www.fastenal.com](http://www.fastenal.com).

This policy applies to any financial transaction, arrangement, or relationship or any series of similar financial transactions, arrangements, or relationships in which Fastenal is a participant and in which a related person has a direct or indirect interest, other than the following:

- Payment of compensation by Fastenal to a related person for the related person's service in the capacity or capacities that give rise to the person's status as a 'related person';
- Transactions available to all employees or all shareholders on the same terms;
- Purchases of supplies from Fastenal in the ordinary course of business at the same price and on the same terms as offered to our other customers, regardless of whether the transactions are required to be reported in Fastenal's filings with the SEC; and
- Transactions, which when aggregated with the amount of all other transactions between the related person and Fastenal, involve less than \$120,000 in a year.

Our audit committee is required to approve any related person transaction subject to this policy before commencement of the related person transaction, provided that if the related person transaction is identified after it commences, it must be brought to the audit committee for ratification, amendment, or rescission. The chairman of our audit committee has the authority to approve or take other actions in respect of any related person transaction that arises, or first becomes known, between meetings of the audit committee, provided that any action by the chairman must be reported to our audit committee at its next regularly scheduled meeting.

Our audit committee will analyze the following factors, in addition to any other factors the members of the audit committee deem appropriate, in determining whether to approve a related person transaction:

- Whether the terms are fair to Fastenal;
- Whether the transaction is material to Fastenal;
- The role the related person has played in arranging the related person transaction;
- The structure of the related person transaction; and
- The interests of all related persons in the related person transaction.

Our audit committee may, in its sole discretion, approve or deny any related person transaction. Approval of a related person transaction may be conditioned upon Fastenal and the related person following certain procedures designated by the audit committee.



## Table of Contents

### Transactions with Related Persons

There were no related person transactions during 2015 required to be reported in this proxy statement.

### Compensation Committee

Our compensation committee was appointed by our board of directors to discharge the board's responsibilities relating to compensation of Fastenal's executive officers and to oversee and advise the board on the adoption of policies that govern our compensation and benefit programs. Our compensation committee consists of four directors. Each member of our compensation committee qualifies as an independent director. Our compensation committee has the authority to:

- Evaluate our chief executive officer's performance, and determine and approve all elements of our chief executive officer's compensation;

- Review the evaluations of the performance of our other executive officers, and approve all elements of their compensation;

- Approve incentive plan goals for executive officers, review actual performance against goals, and approve plan awards;

- Review our compensation programs for management employees generally, and make recommendations to our board concerning the adoption or amendment of compensation plans;

- Review and approve all changes in Fastenal's benefit plans which could result in material changes in costs or the benefit levels provided;

- Review our compensation policies and practices as they relate to risk management practices and risk-taking incentives, and recommend to the board of directors the adoption of policies to mitigate risks arising from compensation policies and practices;

- Oversee the process by which the company conducts advisory shareholder votes regarding compensation matters; and

- Review and discuss with management our Compensation Discussion and Analysis and recommend to our board the inclusion of the Compensation Discussion and Analysis in Fastenal's annual proxy statement.

Our compensation committee may delegate to our chief executive officer the authority, within pre-existing guidelines established by the compensation committee, to approve awards of equity-based compensation under established plans to employees other than executive officers. Our chief executive officer may be present during deliberations of the compensation committee on the compensation of our other executive officers (but not his own) and may provide input at the request of the compensation committee on that compensation. However, he may not vote on executive compensation.

Our compensation committee operates under a written charter originally adopted by our board of directors in February 2007, and most recently amended and restated in January 2013. The compensation committee reviews its charter on an annual basis to determine if any amendments are needed. A copy of the current charter is available on the Corporate Governance page of the Investors section of our web site at [www.fastenal.com](http://www.fastenal.com).

### Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee has ever been an officer or employee of Fastenal. During 2015, no executive officer of Fastenal served as a member of the board of directors or compensation committee (or other board committee performing equivalent functions) of any other entity that had any of its executive officers serving as a member of our board of directors or compensation committee.

### Compensation of our Directors

Our compensation committee makes recommendations regarding director compensation to the full board and the board makes the final decision regarding director compensation after consideration of such recommendations. All of our directors, including our chief executive officer, participated in the deliberations of the board regarding director compensation for 2015.

During 2015, each of our non-employee directors received an annual retainer of \$55,000 and each of our employee directors received an annual retainer of \$27,500 for his or her services as a director, except that Mr. Gostomski, who retired from the board in April 2015, received an annual retainer of \$18,333 (or approximately one-third of a full year's retainer), and Mr. Eastman, who was elected to the board effective June 2015, received an annual retainer of \$27,500 (or one-half of a full year's retainer). In addition, the chair of the audit committee received an annual retainer of

\$25,000, the chair of the compensation committee received an annual retainer of \$10,000, and the chair of the nominating committee received an annual retainer of \$10,000. The annual retainers were paid at the first meeting of the year, except that Mr. Eastman's retainer was paid at the time he was elected to the board. Each of our non-employee directors, other than Mr. Oberton, also received \$4,000 for attendance at each regular or special meeting of the board and each committee meeting. Mr. Oberton received a monthly retainer of \$40,000 in lieu of meeting attendance fees for the months (or portions thereof) in which he served as chairman and was not also serving as president and chief executive officer (January 1, 2015 through July 19, 2015). In addition, each of our non-employee directors was entitled to be reimbursed for reasonable expenses incurred by such non-employee director in the performance of

Table of Contents

his or her services as a director or committee member, including reasonable expenses of attendance at board and committee meetings.

The following table sets forth information with respect to the 2015 compensation for each of our directors, in their capacity as directors, other than any of our directors who are named executive officers (as defined below in 'Proposal #3 - an Advisory Vote on a Non-binding Resolution to Approve the Compensation of our Executive Officers Disclosed in this Proxy Statement'). The compensation of our named executive officers, in their capacity as directors and executive officers of Fastenal, is set out in the Summary Compensation Table under 'Executive Compensation - Summary of Compensation' later in this document.

Name	Fees		Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)		All Other Compensation (\$)	Total (\$)
	Earned or Paid in Cash (\$)	Stock Awards (\$)						
Michael J. Ancius	117,000	—	—	—	—	—	—	117,000
Michael J. Dolan	166,000	—	—	—	—	—	—	166,000
Michael M. Gostomski <sup>(1)</sup>	30,333	—	—	—	—	—	—	30,333
Stephen L. Eastman	39,500	—	—	—	—	—	—	39,500
Rita J. Heise	99,000	—	—	—	—	—	—	99,000
Darren R. Jackson <sup>(2)</sup>	87,000	—	—	—	—	—	—	87,000
Hugh L. Miller <sup>(2)</sup>	107,000	—	—	—	—	—	—	107,000
Scott A. Satterlee	103,000	—	—	—	—	—	—	103,000

(1) Mr. Gostomski retired from our board of directors in April 2015.

(2) Mr. Jackson and Mr. Miller attended a compensation committee meeting held in September 2015 and were paid the standard meeting fees for that attendance.

At its meeting in January 2016, the board reduced the annual retainer for Mr. Hein, who was not being nominated for election as a director at the annual meeting, to \$9,167 (or approximately one-third of a full year's retainer), reduced the annual retainer for Mr. Miller, who had decided not to stand for re-election as a director at the annual meeting, to \$18,333 (or approximately one-third of a full year's retainer), and authorized a monthly retainer for Mr. Oberton in his capacity as chairman of the board of \$30,000 in lieu of meeting attendance fees. All other elements of director compensation were unchanged.

#### Nominating Committee

Our nominating committee assists the board in maintaining effective governance of the company by identifying and recommending to the board appropriate candidates to serve as directors of the company and periodically assessing the composition of our board. Our nominating committee consists of three directors, each of whom qualifies as an independent director.

Our nominating committee has the authority to:

• Periodically review the composition, skills, and qualifications of members of the board and recommend any changes to the board in its size or composition;

• Engage in succession planning for the chairman of the board and other board members;

• Identify, evaluate, recruit, and recommend to the board candidates to fill any vacant or newly created board positions;

• Recommend to the board candidates for election as directors at the annual shareholders meeting;

• Consider any resignations tendered by directors and recommend appropriate action to the board in response; and

• Regularly review its performance and the adequacy of its charter.

Our nominating committee operates under a written charter originally adopted by our board of directors in January 2012. The nominating committee reviews its charter on an annual basis to determine if any amendments are needed. A copy of the current charter is available on the Corporate Governance page of the Investors section of our website at [www.fastenal.com](http://www.fastenal.com).

Director Nomination Process

Our nominating committee believes the following qualifications, skills and attributes are necessary for the company's directors:

- Integrity, intelligence, good judgment, ambition, and innovation;
- Loyalty to our company and concern for its success and welfare;
- The ability and willingness to apply sound and independent judgment;

-12-

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## Table of Contents

- An awareness of a director's vital part in our good corporate citizenship;
- Time available for meetings and consultation on company matters;
- The commitment to serve as a director for a reasonable period of time; and
- The willingness to assume the fiduciary responsibilities of a director.

In selecting and evaluating director candidates, the nominating committee also considers an individual's business, employment and educational background, leadership experience in business or administrative activities, breadth of knowledge about issues affecting our company, and ability to contribute special expertise to board or committee activities.

In July 2012, the board adopted an 'age-limitation' policy relating to service on the board. The policy provides that no person will be nominated by the board for election by the shareholders of the company to the board, or appointed by the directors of the company to fill any vacancy on the board, during any year if such person is 74 years of age or older on January 1<sup>st</sup> of such year. Additionally, the policy grants any person who has served as a director of the company for a period of at least 15 years and who is restricted from further service on the board because of the 'age-limitation' policy, the opportunity to continue as a director emeritus of the company and, as such, to participate in board meetings and activities, but without the right to vote on any matters considered by the board and without compensation for attending board meetings or for providing services to the company as a director emeritus.

Although our board does not have a formal policy relating specifically to the consideration of diversity in the selection and evaluation of director nominees, it does seek a diversity of perspectives, backgrounds, and life experiences. The nominating committee is mindful of the board's view in this regard in discharging its responsibilities.

If, after consultation with the full board and members of management to determine the needs of the company for new directors, the nominating committee decides to recommend the addition of one or more directors, or if a vacancy occurs on the board that the nominating committee determines should be filled, the process described below will be followed by the nominating committee:

- With input from the chairman of the board, it will initiate the search for director candidates;
- Identify a slate of candidates for consideration;
- Conduct inquiries into the background and qualifications of identified candidates;
- Determine those candidates who should be interviewed and conduct the interviews;
- Approve a candidate for recommendation to the board; and
- Seek board endorsement of the recommended candidate for election by our shareholders or board appointment of the recommended candidate to fill a vacancy or a newly created board position between shareholder meetings.

Our nominating committee has the authority to retain search firms to assist in identifying and evaluating director candidates, as well as any other advisors as the nominating committee determines necessary to carry out its duties. Fastenal is required to provide appropriate funding, as determined by our nominating committee, for payment of compensation to any search firm or other advisors so employed by the nominating committee.

Our nominating committee will consider director candidates recommended by our shareholders. Candidates recommended by our shareholders will be evaluated in the same manner as other candidates. Shareholders may recommend candidates by sending an e-mail to [nominate@fastenal.com](mailto:nominate@fastenal.com) or by writing to Nominating Committee, Fastenal Company, 2001 Theurer Boulevard, Winona, Minnesota 55987 and providing that candidate's name, biographical data, and qualifications.

### Annual Board Evaluations

Our nominating committee reviews the composition, skills and qualifications of the individual members of our board of directors on an annual basis, and reports to the board of directors regarding suggested changes in size or composition of the board of directors and any succession planning for the chairman of the board and other board members.

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires our directors and officers to file initial reports of share ownership and reports of changes in share ownership with the SEC. Our directors and officers are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on a review of the copies of

such forms furnished to us and written representations from our directors and officers, all Section 16(a) filing requirements were met for 2015, except that Mr. Oberton's acquisition of 1,279 shares on August 25, 2015 (pursuant to a dividend reinvestment program with his broker) was filed six days late and Ms. Heise's acquisition of 5,000 shares on December 11, 2015 was filed two days late.

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Table of Contents

**PROPOSAL #2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our audit committee has selected KPMG LLP to serve as our independent registered public accounting firm for the year ending December 31, 2016. While it is not required to do so, the audit committee is submitting the selection of KPMG LLP for ratification by our shareholders in order to ascertain the view of our shareholders. If the selection is not ratified, the audit committee will reconsider its selection. Proxies solicited by our board of directors will, unless otherwise directed, be voted to ratify the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2016.

A representative of KPMG LLP will be present at the annual meeting and will be afforded an opportunity to make a statement if such representative so desires and will be available to respond to appropriate questions during the meeting.

**THE BOARD OF DIRECTORS RECOMMENDS VOTING FOR RATIFICATION OF THE SELECTION OF KPMG LLP AS FASTENAL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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**AUDIT AND RELATED MATTERS**

**Audit Committee Report**

As noted earlier, our audit committee oversees the company's financial accounting and reporting processes and systems of internal controls. In performing its oversight function, our audit committee relies upon advice and information received from Fastenal's management and independent registered public accounting firm.

In that regard, our audit committee has reviewed and discussed with both the management of the company and representatives of our independent registered public accounting firm our audited consolidated financial statements for 2015, as well as management's assessment of the effectiveness of our internal controls over financial reporting. Management represented to our audit committee as part of those discussions that our audited consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America.

Our audit committee also discussed with our internal auditors and representatives of our independent registered public accounting firm the overall scope and plans for their respective audits. Our audit committee met with the internal auditors and representatives of our independent registered public accounting firm, with and without management present, to discuss the results of their audits, their evaluations of our internal controls, including internal control over financial reporting, and the overall quality of our financial reporting.

Our audit committee further discussed with representatives of our independent registered public accounting firm the matters required to be discussed with audit committees by the Public Company Accounting Oversight Board's Auditing Standard No. 16, Communications with Audit Committees. Our audit committee also received the written disclosures and the letter from our independent registered public accounting firm required by the Public Company Accounting Oversight Board regarding our independent registered public accounting firm's communications with the audit committee concerning independence, and discussed with representatives of our independent registered public accounting firm the independence of that firm.

Based on the review and discussions referred to above, our audit committee recommended to our board of directors that our audited financial statements for 2015 be included in our 2015 annual report on Form 10-K for filing with the SEC.

Michael J. Dolan (Chair)      Stephen L. Eastman      Darren R. Jackson      Hugh L. Miller  
Members of the Audit Committee

Table of Contents

## Audit and Related Fees

In connection with the audit of our 2015 and 2014 consolidated financial statements, we entered into engagement letters with KPMG LLP which set forth the terms by which KPMG agreed to perform audit services for us. These agreements are subject to alternative dispute resolution procedures.

The following table presents fees billed, or expected to be billed, by our independent registered public accounting firm for professional services, in the years indicated, by category, as described in the notes to the table.

	2015	2014
Audit fees		
Consolidated audit fees <sup>(1)</sup>	\$784,000	\$723,000
Statutory audit fees <sup>(2)</sup>	50,650	48,856
	834,650	771,856
Audit-related fees <sup>(3)</sup>	31,000	34,900
Tax fees <sup>(4)</sup>	3,256	3,045
All other fees	—	—
Total	\$868,906	809,801

Aggregate fees for professional services rendered by our independent registered public accounting firm for the (1) audit of Fastenal's annual financial statements, audit of internal control over financial reporting, and review of financial statements included in our quarterly reports on Form 10-Q.

(2) Aggregate fees billed for statutory audit services related to our Puerto Rico, Panama, and Latin America operations.

(3) Aggregate fees billed for audit-related services related to our 401(k) plan and review services related to our Dominican Republic operations.

(4) Aggregate fees for tax compliance services and tax return preparation.

## Independence of Principal Accountant

Our audit committee has considered whether, and has determined that, the provision of the services described above was compatible with maintaining the independence of our independent registered public accounting firm.

## Pre-Approval of Services

The Sarbanes-Oxley Act of 2002 and the rules of the SEC regarding auditor independence require the pre-approval by our audit committee or pursuant to pre-approval policies and procedures established by our audit committee of audit and non-audit services provided to us by our principal accountant. There is an exception for de minimis non-audit services which may, under certain circumstances, be approved retroactively. Our audit committee has granted to its chairman, Mr. Dolan, the authority to pre-approve the provision of audit and non-audit services, provided that he reports any such pre-approvals to the audit committee at its next scheduled meeting. All of the services were pre-approved in accordance with our pre-approval policy, and none of the services provided to us by our independent registered public accounting firm in 2015 or 2014 were approved retroactively pursuant to the exception to the pre-approval requirements for de minimis non-audit services described above.

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Table of Contents

**PROPOSAL #3 – AN ADVISORY VOTE ON A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR EXECUTIVE OFFICERS DISCLOSED IN THIS PROXY STATEMENT**

Our compensation committee has described our compensation philosophy in the Compensation Discussion and Analysis contained in this proxy statement. Shareholders are urged to read the Compensation Discussion and Analysis which also discusses how our compensation programs implement our compensation philosophy, as well as the Summary Compensation Table and other related tables and narrative disclosure which describe the compensation of all individuals who served as our chief executive officer or our chief financial officer during any part of 2015 and the other three most highly compensated executive officers of Fastenal in 2015 who were serving as executive officers at the end of 2015 (our 'named executive officers') set forth under 'Executive Compensation' below. The compensation committee and the board of directors believe the policies and procedures articulated in the Compensation Discussion and Analysis are effective in implementing our compensation philosophy and in achieving our compensation goals and that the compensation of our executive officers in 2015 reflects and supports these compensation policies and procedures.

As required pursuant to Section 14A of the Securities Exchange Act of 1934, shareholders are being asked to vote on the following resolution:

RESOLVED, the shareholders of Fastenal Company approve, on an advisory basis, the compensation of the company's named executive officers, as disclosed in the Compensation Discussion and Analysis, compensation tables, and related disclosures contained in the section of the proxy statement for the 2016 Annual Meeting of Shareholders captioned 'Executive Compensation'.

This advisory vote on executive compensation, commonly referred to as a 'say-on-pay' advisory vote, is not binding on our board of directors. However, the board and compensation committee will take into account the results of the vote when determining future executive compensation arrangements.

**THE BOARD OF DIRECTORS RECOMMENDS VOTING FOR  
ADOPTION OF THE RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE  
OFFICERS**

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Table of Contents

EXECUTIVE COMPENSATION

Compensation Committee Report

Our compensation committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management. Based on the compensation committee's review of, and discussions with management with respect to, the Compensation Discussion and Analysis, the compensation committee has recommended to our board of directors that the Compensation Discussion and Analysis be included in this proxy statement and in our 2015 annual report on Form 10-K.

Michael J. Dolan (Chair)	Michael J. Ancius	Rita J. Heise	Scott A. Satterlee
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Members of the Compensation Committee

Compensation Discussion and Analysis

Executive Summary

This Compensation Discussion and Analysis provides information about the fiscal 2015 compensation programs for our named executive officers, who, in 2015, were:

- Mr. Willard D. Oberton, President and Chief Executive Officer (from July 20, 2015 through December 31, 2015)
- Mr. Leland J. Hein, President and Chief Executive Officer (from January 1, 2015 through July 19, 2015) and Chief Operating Officer (from July 20, 2015 through December 31, 2015)
- Mr. Daniel L. Florness, Executive Vice President and Chief Financial Officer
- Mr. Terry M. Owen, Executive Vice President – E-business (from January 1, 2015 to June 30, 2015) and Executive Vice President – Sales (from July 1, 2015 to December 31, 2015)
- Ms. Reyne K. Wisecup, Executive Vice President – Human Resources
- Mr. Gary A. Polipnick, Executive Vice President – Sales (from January 1, 2015 to June 30, 2015) and Executive Vice President – E-Business (from July 1, 2015 to December 31, 2015)

We believe compensation programs are most effective when they are fair, simple, transparent, designed to motivate employees to take prudent entrepreneurial risk to achieve company goals, and paid as close to the time the goals are achieved as is possible. Our primary objective is to structure compensation so as to ensure that a significant portion is directly tied to achievement of financial and operational goals and other factors that impact shareholder value. Consistent with this philosophy, our compensation program for executive officers incorporates features such as the following:

- Annual base salaries are generally below the market median;
- Quarterly cash incentive opportunities based on growth in pre-tax or net earnings are typically above the market median;
- Long-term incentives are provided annually in the form of stock options with extended (generally five to eight year) vesting periods, and are not limited to senior executives;
- No discounted or reload stock option awards are permitted, and the re-pricing of stock options is prohibited;
- The vesting of stock option awards is accelerated in connection with a change in control only if the awards are neither assumed nor replaced by the surviving entity in the change in control transaction;
- Retirement and health and welfare plans in which executive officers participate are the same as those generally available to all U.S. employees;
- No perquisites are provided; and
- There are no employment, severance, or change in control agreements with any employees, including executive officers.

Base salaries for our named executive officers for 2015 were generally unchanged from 2014, except for adjustments due to changes in an officer's position and increases primarily reflective of an officer's enhanced level of responsibility within the company.

Quarterly cash incentive programs for our named executive officers were restructured in 2015. In 2014, if pre-tax or net earnings for any quarter exceeded 105% of pre-tax or net earnings for the same quarter in the previous year, we paid our named executive officers cash bonuses for that quarter equal to a specified percentage of the excess amount. While our method of determining cash incentives for our named executive officers in 2015 continued to reward earnings growth, the minimum target was reduced from 105% to 100% and the payout percentages were also adjusted to partially offset the change in the minimum target. Cash incentive plan payouts to our named executive officers for 2015 were 26% less than the payouts for 2014.

-17-

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Table of Contents

The table below sets out certain financial information for the company for each of the past three years and includes our actual annual pre-tax earnings and net earnings on a company-wide basis and an annualized calculation of our minimum target pre-tax earnings and net earnings on a company-wide basis. As noted above, bonuses for our executive officers are determined and paid out on a quarterly basis; however, we felt an annualized depiction would more clearly illustrate the philosophy underlying the bonus component of our compensation program.

	2015	% change	2014	% change	2013	% change
Net sales	\$3,869,187,000	3.6%	\$3,733,507,000	12.2%	\$3,326,106,000	6.1%
Pre-tax earnings	826,020,000	4.9%	787,434,000	10.4%	\$713,468,000	5.8%
Pre-tax percent of sales	21.3%		21.1%		21.5%	
Net earnings	\$516,361,000	4.5%	\$494,150,000	10.1%	\$448,636,000	6.7%
Pre-tax earnings minimum target <sup>(1)</sup>	\$787,434,000		\$749,141,000		\$707,863,000	
Actual pre-tax earnings less the minimum target	\$38,586,000		\$38,293,000		\$5,605,000	
Net earnings minimum target <sup>(1)</sup>	\$494,150,000		\$471,068,000		\$441,563,000	
Actual net earnings less the minimum target	\$22,211,000		\$23,082,000		\$7,073,000	

<sup>(1)</sup> Pre-tax and net earnings targets were calculated as 100% of the prior year's actual pre-tax or net earnings for 2015, and as 105% of the prior year's actual pre-tax or net earnings for 2014 and 2013.

Stock option grants were made in 2015 to all of our named executive officers, other than Mr. Oberton, consistent with a change in practice pursuant to which most of our employees with option awards are now receiving yearly grants.

In deciding to continue our existing executive compensation practices in a largely consistent manner, our compensation committee took into account the fact that the holders of over 97% of the shares voted at our 2015 annual meeting of shareholders approved, on an advisory basis, the compensation of our named executive officers as disclosed in the proxy statement for the 2015 annual meeting.

#### Mitigation of Compensation-Related Risk

The company's management, in concert with the compensation committee, has examined the company's compensation policies, plans, and practices to determine if they create incentives or encourage behavior that is reasonably likely to have a material adverse effect on the company. In conducting this examination, management and the compensation committee have reviewed the company's compensation plans and programs, including incentive bonus and equity award plans, and evaluated the impact of such plans and programs in terms of business risk and the mitigating controls in place to manage those risks. Such controls include:

- Approval by our board of directors and the compensation committee of significant compensation plans and programs;
- Oversight by the compensation committee of compensation plans and programs for senior executive management employees, including approval of incentive plan goals, review of actual performance against goals, and approval of award payouts;
- Regular scrutiny of performance and compliance with policies and procedures by senior executive managers responsible for specific business areas;
- Ongoing monitoring of specific asset areas by regional finance managers, and by internal audit and finance department personnel;
- The design of our cash incentive plans, which rewards employees only for performance that exceeds the level of the prior year, provides employees with the immediate feedback and motivation necessary to take prompt action to correct unacceptable financial results, and utilizes actual results in current periods, rather than projected future results, as the basis for minimum performance targets in subsequent periods, thereby reducing the incentive to manipulate



results; and

• Longer than typical vesting periods for equity-based compensation that encourage long-term perspectives among employees.

-18-

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## Table of Contents

Because of the controls in place, we have concluded that there are no unmitigated risks created by the company's compensation policies, plans and practices that create incentives or encourage behavior that are reasonably likely to have a material adverse effect on the company.

### Underlying Philosophy

#### Equitable Treatment and Entrepreneurial Culture

Companies succeed to the extent that all persons in the organization pursue a common goal. Fastenal's goal is simple - Growth through Customer Service®. We keep everyone focused on this common goal by treating everyone fairly and equitably. We believe all of our people are 'key people' in the achievement of our success and that belief is reflected in our compensation system. By striving for fair and equitable treatment for all employees, everyone can stay focused on the common goal of growing our business by serving the customer.

Equitable treatment does not mean equal compensation. Compensation will be fair, but not the same for everyone, if it is based on an employee's knowledge and responsibilities, the difficulty of the task being performed by the employee, and the leadership requirements of the employee's position. The reward system must be designed to keep everyone focused on our common goal, yet developed in such a manner so as to mitigate unnecessary risk taking. With this in mind, our compensation program is designed to be simple, understandable, and transparent to all.

We are a decentralized company with decisions made by those closest to our customer. We avoid central planning as we believe it stifles the creativity of our people and because it is, quite frankly, too slow. To mitigate and control risk, we teach our employees to make decisions within the framework of the company goal - Growth through Customer Service®. This structure has been developed from the ground up, not top down, and it continues to change as needed to meet customer needs, hence focused on 'growing the business'.

To best achieve success, we expect and encourage our people to take entrepreneurial risk. People are hired because of their entrepreneurial attitudes and we encourage and reward this important mindset. We think of our business as being approximately 2,600 highly orchestrated local businesses working in concert. Our organization is structured to serve our customers and achieve Growth through Customer Service®. The highly motivated entrepreneurs running each of our stores make the daily decisions needed to serve our customers and to make themselves and the company successful, and those decisions directly impact the compensation of the individuals who make them. Our compensation system fosters entrepreneurship and progress toward our common goal of profitable growth by making the growth of our sales or profits a key element of the payment formula for most bonuses. The feeling of ownership, propelled by our compensation programs, is an important characteristic that drives our success.

Our people are motivated by the knowledge that if they work hard and demonstrate their creativity and contribute to our success, the opportunities are significant. Incentive compensation, quickly paid, is an important part of the reward structure in our company.

#### Simplicity, Transparency, and Immediacy

We believe that compensation programs are most effective if they are simple, concise, and openly communicated. In that regard, we do not have an elaborate compensation system with many different components, and the few elements of our compensation system are simple and easy for our employees - the people we need to motivate to achieve our success - and our shareholders to understand. We believe that a more complex compensation system would risk distracting our employees from the common goal of profitably growing our business. In addition, we have systems in place that let our employees know, on a daily basis, how their stores are performing compared to other stores in our organization and how that performance impacts their compensation.

We pay cash bonuses as close as we can to the time when the work is performed and results are achieved. Generally, we pay bonuses for performance achievement on a monthly or quarterly basis. We don't wait until the end of the year, or several years. We believe that quick payment of cash bonuses serves to motivate our people and control business risk. In our line of business, undue risk manifests itself quickly in unacceptable financial results, and our compensation system is designed to ensure that unacceptable financial results are immediately reflected in our peoples' compensation so as to provide them with the feedback and motivation necessary to take prompt corrective action. Our entrepreneurial environment, where actions are rewarded and penalized, means our people immediately feel the effects of their decisions.



## Table of Contents

### Compensation Program Goals and Objectives

Our goals and objectives in designing our compensation programs for all employees, including our executive officers, are to have programs that:

- Align the interests of our employees with those of our shareholders;
- Are simple, understandable, and transparent;
- Are reasonable, fair and equitable, to both the employees and shareholders;
- Reflect compensation differences based on position and responsibility, providing more variable and contingent compensation to those with greater responsibilities;
- Pay bonuses quickly; and
- Achieve overall compensation levels that are sufficiently competitive to retain, attract, and motivate all employees, and reflect their responsibilities.

Our compensation programs are designed to reward:

- Achievement of stated goals, targets, and superior results necessary to profitably grow our business;
- A focus on Growth through Customer Service®;
- An entrepreneurial mindset;
- Personal growth and assumption of additional responsibilities; and
- Prudent management of business risk.

We do not use the services of outside consultants to establish or monitor our compensation programs.

### How Employees are Compensated

Approximately 75% of our employees interface directly with customers on a daily basis. Our goal with respect to compensation of these employees is simple; a significant portion of their pay should be based on how well they have grown their piece of the business and served our customers. Typical pay arrangements provide a base amount paid periodically during the month, along with a major opportunity to earn bonus amounts, paid monthly, based on growth in sales, gross profit achieved, the opening of new accounts, increase in sales to active accounts, prudent management of inventory levels, and collections of accounts receivable. We believe our combination and mix of base and bonus pay motivates our people to high levels of individual and company success, as the goals and objectives have been repeatedly demonstrated to be achievable with superior effort.

Of the remaining approximately 25% of our employees, many are similarly compensated for their contribution to attaining predetermined departmental or project and cost containment goals, most focused on either customer service or better execution of company-wide activities. In these cases, the incentives are paid as soon as possible upon attainment of the goal. Again, the goals and objectives are clearly communicated and the resources for success are provided.

Because we believe the growth in the company's stock value should be the reward for achieving long-term success consistent with being an owner, we have a stock option plan. Since certain of our foreign employees are unable to receive stock options due to legal restrictions, we also have a stock appreciation rights plan for those foreign employees. Stock appreciation rights granted under that plan are settled in cash. All of our employees are eligible to receive stock option grants or stock appreciation rights.

We believe our combination of short and long-term rewards and incentives has proven successful as reflected in our historic performance and acceptable levels of employee retention and turnover.

### Management's Role in Setting Executive Compensation

Management plays an important role in our executive compensation setting process. The most significant aspects of management's role are:

- Evaluating employee performance;
- Recommending business performance targets and objectives; and
- Recommending salary levels and option awards.

While the ultimate decisions regarding executive compensation are made by the compensation committee, our chief executive officer worked with our compensation committee in 2015 in establishing the agenda and discussion surrounding executive compensation. During this process, the chief executive officer was asked to provide:

- The background information regarding our strategic objectives;
- His evaluation of the performance of our other executive officers; and
- Compensation recommendations as to other executive officers.

-20-

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Table of Contents

In setting the compensation level for our chief executive officer for 2015, the compensation committee asked for and received input from that individual about what was reasonable and fair, yet challenging, in terms of setting performance goals. We respect our chief executive officer's knowledge of our business and industry; however, the final determination as to the compensation of our chief executive officer was made by the compensation committee after careful consideration of numerous factors.

**Change in Control Arrangements**

We have no employment, severance, or change in control agreements with any of our executive officers. Our stock option plan provides that if the company is not the surviving or acquiring corporation in the event of a merger or similar transaction, then the vesting and exercisability of outstanding stock options will be accelerated only if the surviving or acquiring corporation does not assume or replace the outstanding options. The vesting and exercisability of outstanding options will also be accelerated in the event of a dissolution or liquidation of the company. The change in control provisions in our stock option plan are designed to ensure maximum flexibility for the company in the event of a merger or similar transaction, in that we can provide for the continuation of options if that is more attractive to potential acquiring companies or can provide for acceleration of vesting of options if we believe doing so would facilitate retention of critical employees during acquisition discussions, would better motivate management to obtain the highest price possible by aligning their interests more closely with those of our shareholders, or would otherwise benefit our shareholders and be fair to our employees.

In December 2014, our compensation committee recommended and our board approved amendments to our stock option plan that are applicable to options granted on or after January 1, 2012. These amendments provide for the continued vesting and exercisability of option awards upon an optionee's death and for the continued exercisability of already vested option awards upon an optionee's retirement, defined as the termination of employment (other than for cause) at or after age 60 or at or after the completion of 25 years of continuous employment with the company. The amendments also authorized the compensation committee, in its discretion, to provide for continued or accelerated vesting of option awards upon an optionee's retirement. The compensation committee believes these changes are appropriate to recognize the service that those individuals have provided to the company and because our stock options include vesting periods that are longer than is typical in the market. In connection with Mr. Oberton's retirement from his position as our chief executive officer effective December 31, 2014, the compensation committee, pursuant to the discretion established under the amended plan, approved the continued vesting following retirement of the unvested portion of each option to purchase common stock granted to Mr. Oberton on or after January 1, 2012 on the same schedule as such option would have vested and become exercisable had Mr. Oberton not retired and continued to be employed by the company. Those options will remain exercisable to the extent vested until the original expiration date of the options.

**Elements of Executive Compensation**

Our executive compensation program has historically been comprised of four elements: base salary, quarterly incentives, equity-based long-term incentives, and other compensation. While all elements of our executive compensation program are intended to collectively achieve our overriding purpose of attracting, retaining, and motivating talented executives, the table below identifies the form and additional specific purposes of each element.

Compensation Component	Form of Compensation	Purpose
Base Salary	Cash	<ul style="list-style-type: none"> <li>• Compensate each named executive officer relative to individual responsibilities, experience, and performance.</li> <li>• Provide regular cash flow not contingent on short-term variations in company performance.</li> </ul>
Quarterly Incentives	Cash	<ul style="list-style-type: none"> <li>• Align compensation with our quarterly corporate financial performance.</li> <li>• Reward achievement of short-term profit growth.</li> <li>• Provide executives with a meaningful total cash compensation opportunity (base salary + quarterly bonus).</li> </ul>

- |                      |               |  |
|----------------------|---------------|--|
| Long-term Incentives | Stock Options | <ul style="list-style-type: none"><li>• Encourage long-term retention.</li><li>• Create a long-term performance focus.</li><li>• Align compensation with our long-term returns to shareholders.</li><li>• Provide executive ownership opportunities.</li></ul> |
| Other Compensation   | Benefits      | <ul style="list-style-type: none"><li>• Provide competitive retirement and health and welfare benefit plans generally available to all of our employees, including executive officers.</li></ul>   |

-21-

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## Table of Contents

The philosophy and make-up of the program for compensating executives is similar to the philosophy and make-up of the programs for all other employees, in that our executive incentive compensation programs are simple and transparent, and cash incentives earned by our executive officers are paid as close as possible to when the work is done. We do not have a specific policy for allocating compensation between short and long-term components, or between cash and non-cash components. We utilize pay practices which we believe are fair and commensurate with the particular employee's level of responsibility and results achieved. We believe the aforementioned components provide a reasonable total compensation package for our executive officers.

### Base Salary

Because of our desire to emphasize those elements of compensation that are performance based, our practice has generally been to set base salary levels below the market median for each executive officer. In setting these salary levels for individual executives, we consider past performance, expected performance, experience of the individual executive, historical compensation levels, and competitive pay practices at the peer group of companies identified under 'Market Competitiveness Review' below. We also consider industry conditions and the overall effectiveness of our compensation program in achieving desired performance levels. Because of our 'pay for performance' mentality, this is the only material component of executive compensation that is not tied directly to our performance.

### 2015 Base Salary

Our compensation committee initially established the base salary to be paid to each of our named executive officers for 2015 (other than Mr. Oberton, who retired as chief executive officer effective December 31, 2014 and was not reappointed to the position of president and chief executive officer until July 20, 2015) at its last meeting in 2014. At that meeting, the committee determined to increase the base compensation of Mr. Hein in 2015 by approximately 15% (to \$550,000 per year) in recognition of his promotion to president and chief executive officer. The committee also determined to increase the base compensation of Mr. Florness by approximately 10%. The compensation committee believed that increased base compensation for Mr. Florness was warranted due to his longevity in his position and his level of responsibility within the company, and was necessary to better align his base pay with base compensation paid by our peers to their executive officers with comparable duties. The compensation committee determined that the base salary of each of the other named executive officers would remain unchanged from 2014. The committee maintained base compensation for the other named executive officers at levels consistent with 2014 because the committee members believed those base pay levels were reasonable and were reflective of our business model and culture, which puts a greater emphasis on incentive pay.

On July 20, 2015, in connection with Mr. Oberton's appointment as interim president and chief executive officer, our compensation committee established Mr. Oberton's annual base salary for the remainder of 2015 at \$570,000. Mr. Oberton's annual base salary was set at a somewhat higher level than the annual base salary paid to Mr. Hein as president and chief executive officer, as the committee thought a higher percentage of Mr. Oberton's total compensation should come from base salary due to the temporary nature of his position. In addition, Mr. Hein and certain other named executive officers were re-assigned to new positions during 2015, and adjustments were made at the time of their re-assignment to the base pay of those officers to reflect their level of responsibility in their new positions.

Fastenal's performance was not a factor considered by the compensation committee in setting the annual base salaries of our named executive officers for 2015.

### 2016 Base Salary

Our compensation committee established the base salary to be paid to each of our named executive officers for 2016 (other than Mr. Oberton, who stepped down as interim president and chief executive officer of the company effective December 31, 2015) at its last meeting in 2015, except that Mr. Florness' base salary for 2016 was determined on October 12, 2015 upon his appointment as president and chief executive officer of the company effective January 1, 2016. In his new role as president and chief executive officer, Mr. Florness will be paid a base salary in 2016 of \$550,000, which is the same as the annual base salary paid to Mr. Hein when he served as president and chief



executive officer in 2015. The compensation committee determined that the base salary of each of the other named executive officers for 2016 would remain unchanged from 2015, except for adjustments due to changes in an officer's position and increases reflective of an officer's enhanced level of responsibility within the company. The committee otherwise maintained base compensation at levels consistent with 2015 because the committee members believed those base pay levels were reasonable and reflective of our business model and culture, which puts greater emphasis on incentive pay.

**Quarterly Incentives**

Our executive officers are eligible for cash incentives through individual bonus arrangements based on improvements in the overall financial performance of the company and/or their respective areas of responsibility. The bonus arrangements provide

## Table of Contents

our executive officers with the opportunity to earn a cash bonus for each quarter during a year when we increase our earnings above a predetermined minimum target.

The cash bonuses for all of our named executive officers other than our chief financial officer are based on growth in pre-tax earnings of the company and/or the officer's area of responsibility. The compensation committee selected pre-tax earnings as the appropriate metric for calculating cash bonuses for those officers because of the committee's belief that the focus of the named executive officers should be on profitability. The cash bonuses for our chief financial officer are based on growth in company-wide net earnings because that officer's responsibilities allow that officer to affect our entire financial position including our tax position.

The compensation committee believes that no named executive officer should earn a cash bonus for a quarter unless financial performance has improved and therefore sets minimum targets for each quarter that are equal to the earnings achieved for the same quarter in the prior year. The compensation committee requires growth in earnings before any bonuses can be earned due to its belief that growth is achievable with superior effort and will generate the cash necessary to expand the company's operations in accordance with our business plans and increase shareholder value.

The payout percentage used to calculate the amount of each named executive officer's quarterly cash bonus reflects the officer's track record in his or her current position (i.e., newly promoted executives historically have had to prove themselves in their new positions before earning higher payout percentages) and relative ability to impact profitability.

We do not believe it is necessary for payouts under our executive cash incentive program to be capped, as cash bonus payments to our named executive officers are tied directly to our financial performance so that they increase only if and to the extent the company's profitability grows. In furtherance of our goal of keeping our compensation programs simple, understandable and transparent, we do not base the cash incentives paid to our named executive officers on achievement of multiple performance metrics. In our view, the use of multiple performance metrics would not serve to mitigate business risk, primarily because the impact of executive business decisions is very quickly reflected in our earnings results and any resulting cash incentive bonuses.

### 2015 Incentive Program

The bonus arrangements for our named executive officers for 2015 (other than Mr. Oberton, who retired as chief executive officer effective December 31, 2014 and was not reappointed to the position of president and chief executive officer until July 20, 2015) were initially approved by our compensation committee at its last meeting in 2014. Consistent with prior years, the bonuses for 2015 were based on growth in pre-tax earnings or net earnings of the company and/or the officer's area of responsibility. However, unlike prior years, the bonuses for each quarter were determined by applying a payout percentage to the amount by which pre-tax earnings or net earnings exceeded 100% (rather than 105%) of pre-tax earnings or net earnings for the same quarter in 2014. Since the minimum target was reduced from 105% of earnings to 100% of earnings, the payout percentages for our named executive officers were also generally reduced from those applied in determining bonuses for 2014. The reduction in payout percentage was approximately 20% for each named executive officer, except that Mr. Hein and Mr. Florness also received offsetting increases in their payout percentage due to their increased responsibilities. After taking into account the offsetting increases, Mr. Hein received a net increase in his bonus payout percentage of approximately 25%, and Mr. Florness received a net decrease in his bonus payout percentage of approximately 10%.

Our compensation committee restructured and enhanced the bonus formulas for the named executive officers for 2015 as part of its ongoing efforts to make sure that overall compensation programs for our executive officers remain competitive with peer companies. The changes resulted in increases in cash incentives paid to the named executive officers, which was consistent with the committee's aim and expectation. These cash incentive enhancements were in addition to the base salary enhancements made in 2014. The committee elected to adjust bonus formulas in 2015 rather than make further adjustments to base salary in order to remain faithful to the company's philosophy of tying a significant portion of total executive compensation directly to the company's performance. The formulas for 2015, while different from those for prior years, stayed true to our historic goal of rewarding our named executive officers in

a manner directly related to increasing the profitability of our business, as opposed to awarding arbitrary bonuses based on less determinable factors.

On July 20, 2015, concurrently with Mr. Oberton's appointment as interim president and chief executive officer, the committee established a new bonus arrangement for Mr. Oberton for the remainder of 2015. The structure of Mr. Oberton's bonus arrangement was consistent with that of Mr. Hein when he served as president and chief executive officer, except that the payout percentage used to determine Mr. Oberton's bonuses was set at a somewhat lower level than the payout percentage used to determine the bonuses paid to Mr. Hein, as the committee thought a higher percentage of Mr. Oberton's total compensation should come from base salary due to the temporary nature of his position. In addition, in connection with the re-assignment of Mr. Hein and certain other named executive officers to new positions during 2015, adjustments were made at the time of their

Table of Contents

re-assignment to the bonus formulas of those officers to reflect the nature and level of their responsibilities in their new positions.

The 2015 cash incentive program described above applied to all of our named executive officers. The specific bonus opportunities for our named executive officers are summarized in the table below. Each named executive officer's cash bonus for each quarter during 2015 was determined by applying the payout percentage listed opposite his or her name below to the amount by which pre-tax earnings or net earnings of the company and/or the officer's area of responsibility for that quarter exceeded 100% of such earnings in the same quarter of 2014 (the 'minimum target').

Name	Earnings Type	Payout Percentage
Mr. Oberton <sup>(1)</sup>	Company-wide pre-tax earnings	0.80%
Mr. Hein <sup>(2)</sup>	Company-wide pre-tax earnings	1.25% / 0.75%
Mr. Florness	Company-wide net earnings	1.35%
Mr. Owen <sup>(3)</sup>	Pre-tax earnings	0.50% / 1.04%
Ms. Wisecup	Company-wide pre-tax earnings	0.50%
Mr. Polipnick <sup>(4)</sup>	Pre-tax earnings	1.04% / 0.50%

<sup>(1)</sup> Mr. Oberton's bonus program was for the period in which he served as interim president and chief executive officer. Since he was elected as president and chief executive officer partway through the third quarter, his bonus for that quarter was pro-rated based on the number of days during the quarter in which he served in that position.

<sup>(2)</sup> The payout percentage for Mr. Hein was 1.25% for the period in which he served as president and chief executive officer and 0.75% for the period in which he served as chief operating officer. Since he was re-assigned from one position to the other partway through the third quarter, his bonus for that quarter was pro-rated based on the number of days during the quarter in which he served in each respective position.

<sup>(3)</sup> The cash bonuses for Mr. Owen for the first and second quarters were based on growth in company-wide pre-tax earnings and the payout percentage applied to that growth was 0.50%. The cash bonuses for Mr. Owen for the third and fourth quarters were based on growth in pre-tax earnings for the geographic area under his leadership and the payout percentage applied to that growth was 1.04%. Mr. Owen was the leader of our operations in the western United States during the third and fourth quarters.

<sup>(4)</sup> The cash bonuses for Mr. Polipnick for the first and second quarters were based on growth in pre-tax earnings for the geographic area under his leadership and the payout percentage applied to that growth was 1.04%. Mr. Polipnick was the leader of our operations in the western United States during the first and second quarters. The cash bonuses for Mr. Polipnick for the third and fourth quarters were based on growth in company-wide pre-tax earnings and the payout percentage applied to that growth was 0.50%.

The following table sets out, for each quarter in 2015, our actual and minimum target pre-tax earnings and net earnings on a company-wide basis for that quarter. (As indicated above, the 'minimum target' amount in 2015 was 100% of such earnings in the same quarter of 2014.)

2015	Actual Pre-tax Earnings	Minimum Target Pre-tax Earnings	Actual Net Earnings	Minimum Target Net Earnings
First quarter	\$203,512,000	178,845,000	127,606,000	111,931,000
Second quarter	225,099,000	206,782,000	140,357,000	130,514,000
Third quarter	219,204,000	212,988,000	136,494,000	133,314,000
Fourth quarter	178,205,000	188,819,000	111,904,000	118,391,000

During 2015, the approximate percentage of the actual and minimum target pre-tax earnings of the company attributable to our operations in the western United States was 49%. During the fourth quarter of 2015, the minimum targets were not exceeded; accordingly no bonuses were paid to the named executive officers for that quarter.



## Table of Contents

### 2016 Incentive Program

The bonus arrangements for our named executive officers for 2016 (other than Mr. Oberton, who stepped down as interim president and chief executive officer of the company effective December 31, 2015) were approved by our compensation committee at its last meeting in 2015, except that Mr. Florness' bonus arrangement was determined on October 12, 2015 upon his appointment as president and chief executive officer of the company effective January 1, 2016. Consistent with prior years, the bonuses for 2016 will be based on growth in pre-tax earnings or net earnings of the company and/or the officer's area of responsibility. The bonuses for each quarter will be determined by applying a payout percentage to the amount by which pre-tax earnings or net earnings exceeds 100% of pre-tax earnings or net earnings for the same quarter in 2015.

The formula used to determine Mr. Florness' bonuses for 2016 will be the same as that used to determine Mr. Hein's bonuses when he served as president and chief executive officer in 2015. The compensation committee determined that the bonus formulas for each of the other named executive officers for 2016 would remain unchanged from 2015, except for adjustments due to changes in an officer's position and changes designed to provide our named executive officers with leadership of our geographic sales areas a stake in company-wide performance as well as the performance of their specific areas of sales leadership. The committee otherwise maintained bonus arrangements consistent with 2015 because the committee believed those arrangements were reasonable and reflective of our business model and culture.

### Committee Discretion

Under the terms of the incentive plan, our compensation committee has the discretion and authority to reduce, but not increase, the amount of any cash incentive otherwise payable in accordance with the performance objectives established pursuant to the incentive plan.

### Long-term Incentives

During 2007, we began to place an increasing emphasis on compensation tied to the market price of Fastenal's common stock, using stock options granted pursuant to the stock option plan which was approved by our shareholders. We chose to limit the equity-based incentives that could be granted under that plan to stock options in an effort to further our goal of keeping our compensation system simple and easy to understand, and because stock options deliver value to our employees only if our shareholders realize appreciation in the value of their shares held over the same period.

Due to legal restrictions, we are unable to grant options under our stock option plan to certain of our foreign employees. As a result, those employees (none of whom are executive officers) are instead eligible to receive stock appreciation rights under a separate plan. All of those stock appreciation rights are settled in cash.

All of our employees are eligible to receive equity-based grants. When making grants, including to named executive officers, we consider an employee's contribution to the company, including the employee's responsibility for revenues and profits, responsibility for managing others, possession of special skills, and length of service. We regularly assess the effectiveness of further expanding the number of persons receiving equity-based grants. Any expansion will be based on a determination that further employee ownership will result in a deepened employee commitment and likely improvement to overall shareholder value.

During 2015, our compensation committee granted stock options to our employees under our stock option plan for a total of 893,220 shares of our common stock with a strike price of \$42.00 per share. Of these grants, options to purchase an aggregate of 111,902 shares were awarded to our named executive officers. Stock option grants were made in 2015 to all of our named executive officers, other than Mr. Oberton, consistent with a change in practice pursuant to which most employees with option awards are now receiving yearly grants. In the past, the company generally issued options every five years. However, commencing in 2015 the company started making grants each year in an effort to provide employees with a more even ladder of opportunity and in order to align the company's practice with that of most other public companies. No new options were granted to Mr. Oberton in connection with his

appointment as interim president and chief executive officer. In accordance with the terms of the company's stock option plan, unvested stock options previously granted to named executive officers who were re-assigned in 2015 or at the beginning of 2016 were forfeited to the extent those options would not have been granted to such officers had they held their new positions at the time the options were granted.

Our stock option grants have been made at levels designed to provide recipients with an attractive capital accumulation opportunity should earnings and shareholder values grow at acceptable rates and to facilitate retention of critical employees. Of the 9,948,220 total shares subject to stock options granted by the company under our stock option plan since April 2007, options covering an aggregate of 2,433,686 shares are either held by, or have been exercised by, our current executive officers. The stock options granted to executive officers vest and become exercisable over a period of five or eight years from the date of grant, with such staggered vesting designed to ensure continuity of leadership.

## Table of Contents

In order to avoid any perception that the timing of stock option grants is designed to take advantage of undisclosed financial information, we generally make all such grants in April of each year (typically around the time of the annual shareholders' meeting). Our compensation committee is currently evaluating the granting of additional stock options in 2016 and expects to finalize its decision in April 2016. As previously announced, in connection with his elevation to the position of president and chief executive officer, the committee intends to grant additional stock options to Mr. Florness in April 2016. The stock options are expected to have the same exercise price as the other stock option awards made in April and to provide Mr. Florness with the right (subject to vesting requirements) to purchase a number of shares of our common stock determined by dividing the value of the award approved by the committee on the grant date, which the committee currently expects to be approximately \$6 million, by the per share closing price of the company's common stock on the day prior to the grant date.

As part of our long-term equity incentive program, we have not established requirements for executive officers to hold specific or minimum levels of investment in company stock, as we believe such a requirement would be contrary to individual and independent personal financial decision making which is part of our entrepreneurial culture.

### Other Compensation

We make annual profit-based matching contributions to our executive officers' 401(k) plan accounts. We allocate the annual profit-based matching contributions made to all employees participating in our 401(k) plan, including our executive officers, based on the same formula. Our executive officers are also entitled to participate in the same health and welfare plans as those made available to our employees generally. Our executive officers do not receive any other perquisites or other personal benefits or property from us.

### Market Competitiveness Review

In making executive compensation decisions, both with respect to total compensation and individual elements of compensation, our compensation committee annually reviews executive compensation data for a peer group of companies in order to stay informed of practices and executive pay levels in the marketplace. However, it does not establish specific compensation parameters based on such data, nor does it set the levels of compensation for our executive officers, or individual elements of that compensation, by applying any specific mathematical calculation to peer group compensation data.

### 2015 Compensation Review

As part of the decision making process with respect to 2015 executive compensation, our compensation committee reviewed the executive compensation data of a peer group consisting of ten companies (Airgas, Inc., MSC Industrial Direct Co., Inc., W.W. Grainger, Inc., Anixter International, Inc., Applied Industrial Technologies, Inc., Advance Auto Parts, Inc., Genuine Parts Company, The Sherwin-Williams Company, WESCO International, Inc., and Tractor Supply Company). The ten companies were included in our peer group because of their commonalities with our business in that they utilized similar methods of sourcing, distribution, and selling products, and because each had publicly available information. The median revenue of the peer group for 2014 was greater than Fastenal's and the median market capitalization of the peer group as of December 31, 2014 was less than Fastenal's. The median revenue of the peer group was \$7.2 billion (the range of the group was \$2.5 billion to \$15.3 billion) for 2014, compared to Fastenal's \$3.9 billion in 2015 and \$3.7 billion in 2014, while the median market capitalization of the peer group was \$9.7 billion (the range of the group was \$1.9 billion to \$25.3 billion) as of December 31, 2014, compared with Fastenal's \$11.8 billion on December 31, 2015 and \$14.1 billion on December 31, 2014.

In comparing Fastenal's executive compensation levels to those of its peer group, the compensation committee looked at base salary, cash incentives, other compensation (which includes stock options, other types of equity compensation, pensions, and perquisites), and total compensation. At the time the committee made decisions with respect to 2015 executive compensation, the most recent year for which executive compensation data for the peer group was available was 2013. The base salary of Fastenal's named executive officers in 2015 was lower than the median base salary of the named executive officers of the peer group in 2013. Due to our weaker financial results in comparison to prior years



and our pay for performance philosophy, the cash incentive pay of Fastenal's named executive officers in 2015 (which was a relatively weak year across the entire industry) was lower than the median cash incentive pay of the named executive officers of the peer group in 2013 (when financial results were comparatively stronger across the industry). The total compensation of Fastenal's named executive officers in 2015 was lower than the median total compensation of the named executive officers of the peer group in 2013, primarily due to the lower grant date fair value of the equity compensation awarded to Fastenal's executives. However, the compensation committee does not, in making compensation decisions for the named executive officers, focus on grant date fair value of equity awards. Rather the committee makes its own internal judgments regarding the value of those awards and has concluded that the opportunity at the company for the creation of long-term stock value, driven by achieving consistent outstanding growth over an extended period of time, is significant. The company has historically achieved outstanding growth and the expectation of the committee in granting option awards is that, with superior efforts from our executives and other employees, outstanding growth can

-26-

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## Table of Contents

resume and continue in the future. Accordingly, the committee believes the aggregate annual compensation paid to our named executive officers can reasonably be expected to result in significant wealth creation.

### 2016 Compensation Review

As part of the decision making process with respect to 2016 executive compensation, our compensation committee reviewed executive compensation data of the same peer group as was used in the preceding year. At the time the committee made decisions with respect to 2016 executive compensation, the most recent year for which executive compensation data for the peer group was available was 2014. Based on the committee's review of all factors, including peer group compensation, the committee believes the aggregate annual compensation to be paid to our named executive officers can reasonably be expected to result in significant overall wealth creation, and the committee believes our 2016 compensation programs for our named executive officers will be fair, competitive, and sufficient to motivate them to achieve personal success and success for the company and its shareholders.

### Executive Incentive Recoupment

Under the direction of the board, our compensation committee conducted an in-depth review in 2015 of the company's cash incentive programs for executive officers to determine whether it was necessary for the company to modify those programs so as to enable the company, in the event it is required to restate its financial statements, to recover cash incentive payments previously received by executive officers based on erroneous financial data. The committee determined that, because minimum targets for the payment of bonuses in future years are established based on financial results for current years, in the event earnings are misstated in any year resulting in the overpayment of bonuses for that year, the structure of our bonus arrangements would penalize executive officers in the next year by making it more difficult for them to hit subsequently revised targets. This structure both reduces incentives to manipulate results and effectively allows the company to recover incentive amounts previously paid based on erroneous financial data by automatically reducing bonuses otherwise payable in future years. Because of the protections afforded by this structure, and because the committee has the flexibility to adjust other elements of executive compensation in the event the company's financial statements are required to be restated, the committee is satisfied that the company's interests are adequately protected without modifying its executive cash incentive programs.

Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act directs the U.S. Securities and Exchange Commission (the 'SEC') to issue rules to require national securities exchanges and national securities associations to list only those companies that implement a policy providing that if the company is required to restate its financial statements due to material non-compliance with financial reporting requirements, the company must recover from current and former executive officers incentive compensation received by them during the three year period preceding the restatement that would not have been paid under the restated financial statements. Because, as noted above, the operation of the cash incentive programs would effectively recover some or all cash incentives previously erroneously paid, the compensation committee is comfortable that the company's best interests are adequately protected without changes to its executive cash incentive programs. However, we will modify our executive compensation programs to fully comply with the final rules of the SEC and NASDAQ regarding executive compensation recovery once those rules have been adopted.

### Deductibility of Executive Compensation

We are mindful of the potential impact upon Fastenal of Section 162(m) of the Internal Revenue Code, which prohibits public companies from deducting certain executive remuneration in excess of \$1,000,000 annually. While reserving our right to offer such compensation arrangements as may from time to time be necessary to attract and retain top-quality management, we intend generally to structure such arrangements, where feasible, so as to minimize or eliminate the impact of the limitations of Section 162(m). No non-deductible compensation was paid to our named executive officers in 2015, and the amount of non-deductible compensation paid to our named executive officers in prior years was minimal.

Conclusion

Our compensation committee believes the combination of base salaries, individual performance based cash incentive arrangements, stock option awards, and other compensation, are fair and reasonable and that the interests of our executive officers are and will remain closely aligned with the long-term interests of Fastenal and our shareholders.

-27-

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Table of Contents

## Summary of Compensation

Set out in the following table is information with respect to the compensation of our named executive officers for services rendered during each of the last three years (principal positions are as of December 31, 2015):

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	Change in Pension and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(3)	Total (\$)
Willard D. Oberton Chairman of the Board, President and Chief Executive Officer	(4) 2015	572,292	(5) —	—	—	38,677	—	3,120	614,089
	2014	597,500	(5) —	—	—	867,564	—	3,879	1,468,943
	2013	502,500	(5) —	—	—	287,796	—	4,465	794,761
Leland J. Hein Chief Operating Officer	(6) 2015	523,333	(7) —	—	218,743	(8) 590,828	—	4,379	1,337,283
	2014	486,875	(7) —	—	1,076,625	(8) 433,783	—	3,879	2,001,162
	2013	400,000	—	—	—	143,899	—	4,465	548,364
Daniel L. Florness Executive Vice President and Chief Financial Officer	2015	430,000	—	—	139,995	387,424	—	4,379	961,798
	2014	390,000	—	—	—	384,774	—	3,879	778,653
	2013	325,000	—	—	—	172,441	—	4,465	501,906
Terry M. Owen Executive Vice President - Sales	(9) 2015	300,000	—	—	306,245	269,831	—	4,379	880,455
	2014	183,336	—	—	71,775	372,721	—	3,879	631,711
	2013	150,000	—	—	—	140,487	—	4,465	294,952
Reyne K. Wisecup Executive Vice President - Human Resources	2015	327,500	(10) —	—	78,748	246,000	—	—	652,248
	2014	327,500	(10) —	—	—	260,269	—	—	587,769
	2013	277,500	(10) —	—	—	86,338	—	—	363,838
Gary A. Polipnick Executive Vice President - E-business	(11) 2015	300,000	—	—	78,748	258,347	—	4,379	641,474
	2014	300,000	—	—	765,600	109,029	—	3,879	1,178,508
	2013	250,000	—	—	—	81,298	—	4,465	335,763

(1) This column sets out the grant date fair value of all option grants made during each respective year, without regard to subsequent forfeitures of those grants. We calculated this value in accordance with generally accepted accounting principles utilizing the assumptions set forth in the notes to our consolidated financial statements included in our 2015 annual report on Form 10-K.

(2) This column sets out cash bonuses earned (rather than paid) in the respective year.

(3) This column sets out our annual profit-based matching contribution under our 401(k) plan.

(4) Mr. Oberton was president and chief executive officer from July 20, 2015 through December 31, 2015.

(5) This amount includes \$315,000, \$27,500 and \$27,500 paid to Mr. Oberton in 2015, 2014, and 2013, respectively, in his capacity as one of our directors. See 'Corporate Governance and Director Compensation – Compensation of

our Directors' earlier in this document.

- (6) Mr. Hein was president and chief executive officer from January 1, 2015 through July 19, 2015 and chief operating officer from July 20, 2015 through December 31, 2015.

(7) This amount includes \$27,500 and \$6,875 paid to Mr. Hein in 2015 and 2014, respectively in his capacity as one of our directors. See 'Corporate Governance and Director Compensation – Compensation of our Directors' earlier in this document.

- (8) Certain of the option grants made during 2015 and 2014 to Mr. Hein were subsequently forfeited, in accordance with the terms of the company's stock option plan, when Mr. Hein was reassigned to new positions within the company effective July 20, 2015 and January 1, 2016, respectively. The grant date fair value of the forfeited options was \$78,748, and \$957,000, respectively.

- (9) Mr. Owen was executive vice president – e-business from January 1, 2015 through June 30, 2015 and executive vice president – sales from July 1, 2015 through December 31, 2015.

(10) This amount includes \$27,500 paid to Ms. Wisecup in each of the years 2015, 2014, and 2013 in her capacity as one of our directors. See 'Corporate Governance and Director Compensation – Compensation of our Directors' earlier in this document.

- (11) Mr. Polipnick was executive vice president – sales from January 1, 2015 through June 30, 2015 and executive vice president – e-business from July 1, 2015 through December 31, 2015.

Table of Contents

## Grant of Plan-Based Awards

Set out in the following table is information with respect to awards, if any, for 2015 to our named executive officers under our cash incentive and stock option plan.

## GRANT OF PLAN-BASED AWARDS

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (1)			All Other Stock Awards of Shares or Units (4)		Exercise Price of Awards Option (\$ / Sh)	Grant Date or Fair Value of Stock Awards Option (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)	Number of Shares	Number of Securities Underlying Options (#)		
Willard D. Oberton	—	—	403,840	—	—	—	—	—	—	—	—
Leland J. Hein	4/21/15	—	672,177	—	—	—	—	—	29,761	(6) 42.00	218,743 (6)
Daniel L. Florness	4/21/15	—	614,440	—	—	—	—	—	19,047	42.00	139,995
Terry M. Owen	4/21/15	—	276,509	—	—	—	—	—	41,666	42.00	306,245
Reyne K. Wisecup	4/21/15	—	369,830	—	—	—	—	—	10,714	42.00	78,748
Gary A. Polipnick	4/21/15	—	324,033	—	—	—	—	—	10,714	42.00	78,748

The awards under the cash bonus arrangements for each of the named executive officers were payable at the end of each fiscal quarter based on financial results for that fiscal quarter, and none of those awards could result in future payouts. The cash bonus formulas for each of the named executive officers are described above in 'Compensation Discussion and Analysis – Quarterly Incentives – 2015 Incentive Program'. The actual amounts earned during 2015 under these cash bonus arrangements by the named executive officers are reported in the 'Summary Compensation Table' column captioned 'Non-Equity Incentive Plan Compensation'.

(2) There were no thresholds or maximum payouts under the 2015 cash bonus arrangements.

The target payouts were calculated by applying the payout percentages for these named executive officers in effect at the end of each quarter of 2015 to the amount by which pre-tax or net earnings in the same quarter of 2014 exceed 100% of pre-tax or net earnings in the same quarter of 2013. Mr. Oberton's and Mr. Hein's target payouts were prorated to reflect the number of days served in their respective positions during the third quarter of 2015.

(3) This column sets out the number of shares subject to option awards granted during 2015, without regard to subsequent forfeiture of those awards. The options awarded to the named executive officers above, to the extent not forfeited, will vest and become exercisable over a period of five years, with 50% of such options vesting and becoming exercisable halfway through the relevant vesting period and the remainder vesting and becoming exercisable in increments each year thereafter. The options will terminate, to the extent not previously exercised, approximately nine years after the grant date.

(4) This column sets out the grant date fair value of all option grants made during the year, without regard to subsequent forfeiture of those grants. We calculated this value in accordance with generally accepted accounting principles utilizing the assumptions set forth in the notes to our consolidated financial statements included in our 2015 annual report on Form

10-K.

Of the 29,761 shares subject to option awards originally granted to Mr. Hein in 2015, 10,714 shares, with a grant (6) date fair value of \$78,748, were subsequently forfeited, in accordance with the terms of the company's stock option plan, when Mr. Hein was reassigned to a new position within the company, effective July 20, 2015.

-29-

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Table of Contents

## Outstanding Equity-Based Awards

Set out in the following table is information with respect to each named executive officer's outstanding equity awards as of the end of 2015. The equity awards consist solely of options granted under our existing stock option plan.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Grant Date	Option Expiration Date (1)	Number of Shares or Units of Stock Have Not Vested (#)	Market Value of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Willard D. Oberton	87,500	37,500	—	54.00	4/17/2012	5/31/2021 (2)	—	—	—	—
Leland J. Hein	37,500	12,500	—	27.00	4/21/2009	5/31/2018 (3)	—	—	—	—
	26,250	11,250	—	54.00	4/17/2012	5/31/2021 (2)	—	—	—	—
	—	112,500	(4)	56.00	4/22/2014	5/31/2023 (2)	—	—	—	—
	—	19,047	—	42.00	4/21/2015	5/31/2024 (2)	—	—	—	—
Daniel L. Florness	200,000	—	—	22.50	4/17/2007	5/31/2016 (3)	—	—	—	—
	—	50,000	—	54.00	4/17/2012	5/31/2021 (3)	—	—	—	—
	—	19,047	—	42.00	4/21/2015	5/31/2024 (2)	—	—	—	—
Terry M. Owen	10,000	—	—	22.50	4/17/2007	5/31/2016 (3)	—	—	—	—
	22,500	7,500	—	27.00	4/21/2009	5/31/2018 (3)	—	—	—	—
	—	2,500	—	54.00	4/17/2012	5/31/2021 (3)	—	—	—	—
	—	7,500	—	56.00	4/22/2014	5/31/2023 (3)	—	—	—	—
	—	41,666	—	42.00	4/21/2015	5/31/2024 (2)	—	—	—	—
Reyne K. Wisecup	45,000	5,000	—	35.00	4/19/2011	5/31/2017 (2)	—	—	—	—
	26,250	11,250	—	54.00	4/17/2012	5/31/2021 (2)	—	—	—	—
	—	10,714	—	42.00	4/21/2015	5/31/2024 (2)	—	—	—	—
Gary A. Polipnick	10,000	—	—	22.50	4/17/2007	5/31/2016 (3)	—	—	—	—
	22,500	7,500	—	27.00	4/21/2009	5/31/2018 (3)	—	—	—	—
	1,750	750	—	54.00	4/17/2012	5/31/2021 (2)	—	—	—	—
	—	80,000	—	56.00	4/22/2014	5/31/2023 (2)	—	—	—	—
	—	10,714	—	42.00	4/21/2015	5/31/2024 (2)	—	—	—	—



- (1) Each option will become 50% vested and exercisable halfway through the relevant vesting period and the remainder will vest and become exercisable in increments each year thereafter.
- (2) This option will vest and become exercisable over a period of five years.
- (3) This option will vest and become exercisable over a period of eight years.

Of the 112,500 shares subject to option awards originally granted to Mr. Hein in 2014 and outstanding on  
(4) December 31, 2015, 100,000 shares were subsequently forfeited, in accordance with the terms of the company's stock option plan, when Mr. Hein was reassigned to a new position within the company, effective January 1, 2016.

Table of Contents

## Option Exercises

Set out in the following table is information regarding options to purchase Fastenal stock that have been exercised by our named executive officers during 2015.

## OPTION EXERCISES AND STOCK VESTED

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Willard D. Oberton	—	—	—	—
Leland J. Hein	100,000	1,781,155	—	—
Daniel L. Florness	—	—	—	—
Terry M. Owen	—	—	—	—
Reyne K. Wisecup	—	—	—	—
Gary A. Polipnick	—	—	—	—

## Pension Benefits

SEC regulations state that we must disclose information in this proxy statement, in a tabular format, regarding any plans that provide for retirement payments or benefits other than defined contribution plans. We have never had any such benefit plan and do not anticipate creating any such plan in the future. As a result, we have omitted this table.

## Non-Qualified Deferred Compensation

SEC regulations state that we must disclose information in this proxy statement, in a tabular format, regarding defined contribution or other plans that provide for deferral of compensation on a basis that is not tax-qualified. We have never had any such benefit plan and do not anticipate creating such a plan in the future. As a result, we have omitted this table.

Table of Contents

## Potential Payments upon Termination or Change-in-Control

SEC regulations state that we must disclose information in this proxy statement regarding agreements, plans or arrangements that provide for payments or benefits to our executive officers in connection with any termination of employment or change in control of Fastenal. We are not parties to any such agreement, plan or arrangement other than our stock option plan, which provides that, if Fastenal is not the surviving or acquiring corporation in the event of a merger or similar transaction, then the vesting and exercisability of outstanding stock options will be accelerated only if the surviving or acquiring corporation does not assume or replace the outstanding options. The vesting and exercisability of outstanding options will also be accelerated in the event of the dissolution or liquidation of Fastenal. If any such transaction or event had occurred on December 31, 2015 and the price per share of our common stock payable in connection with such transaction or event equaled the closing sales price of a share of our common stock on The NASDAQ Stock Market on such date (which was \$40.82 per share), and if the vesting and exercisability of all options had been accelerated in connection with such transaction or event, then each of our named executive officers would have received the following payments in respect of their options (assuming full exercise of the same):

Name	Option Grant Date	Options Outstanding (#)	Option Exercise Price (\$)	Payment Value (\$)
Willard D. Oberton	4/17/2012	125,000	54.00	—
Leland J. Hein	4/21/2009	50,000	27.00	691,000
	4/17/2012	37,500	54.00	—
	4/22/2014	112,500	(1) 56.00	—
	4/21/2015	19,047	42.00	—
Daniel L. Florness	4/17/2007	200,000	22.50	3,664,000
	4/17/2012	50,000	54.00	—
	4/21/2015	19,047	42.00	—
Terry M. Owen	4/17/2007	10,000	22.50	183,200
	4/21/2009	30,000	27.00	414,600
	4/17/2012	2,500	54.00	—
	4/22/2014	7,500	56.00	—
	4/21/2015	41,666	42.00	—
Reyne K. Wisecup	4/19/2011	50,000	35.00	291,000
	4/17/2012	37,500	54.00	—
	4/21/2015	10,714	42.00	—
Gary A. Polipnick	4/17/2007	10,000	22.50	183,200
	4/21/2009	30,000	27.00	414,600
	4/17/2012	2,500	54.00	—
	4/22/2014	80,000	56.00	—
	4/21/2015	10,714	42.00	—

Of the 112,500 shares subject to option awards originally granted to Mr. Hein in 2014 and outstanding on (1)December 31, 2015, 100,000 shares were subsequently forfeited, in accordance with the terms of the company's stock option plan, when Mr. Hein was reassigned to a new position within the company, effective January 1, 2016.

Table of Contents

## SECURITY OWNERSHIP OF PRINCIPAL SHAREHOLDERS AND MANAGEMENT

The following table sets forth, as of February 1, 2016 (unless otherwise noted), the ownership of Fastenal common stock by each shareholder who is known by us to own beneficially more than 5% of our outstanding common stock, by each director and nominee for the office of director, by our named executive officers, and by all directors and executive officers as a group. On February 1, 2016 there were 288,048,632 shares of Fastenal common stock issued and outstanding.

Name and, if Required, Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percentage of Outstanding Shares	
Willard D. Oberton	602,261	(2) *	
Michael J. Ancius	10,309	(3) *	
Michael J. Dolan	28,000	*	
Stephen L. Eastman	650	(4) *	
Daniel L. Florness	245,627	(5) *	
Leland J. Hein	84,338	(6) *	
Rita J. Heise	10,000	(7) *	
Darren R. Jackson	10,000	(8) *	
Hugh L. Miller	10,826	(9) *	
Scott A. Satterlee	10,000	(10) *	
Reyne K. Wisecup	81,250	(11) *	
Terry M. Owen	33,196	(12) *	
Gary A. Polipnick	105,907	(13) *	
The Bank of New York Mellon Corporation 225 Liberty Street New York, NY 10286	16,842,510	(14) 5.85	%
MBC Investments Corporation c/o The Bank of New York Mellon Corporation 225 Liberty Street New York, NY 10286	15,406,199	(14) 5.35	%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	15,899,878	(15) 5.52	%
Ruane, Cunniff & Goldfarb Inc. 9W 57th Street, Suite 5000 New York, NY 10019	23,607,163	(16) 8.20	%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	25,758,983	(17) 8.94	%
Directors and executive officers as a group (19 persons)	1,777,941	*	

\* Less than 1%.

(1) Except as otherwise indicated in the notes below, the listed beneficial owner has sole voting power and investment power with respect to such shares.

(2) Includes 123,293 shares held by Mr. Oberton's wife and stock options to acquire 87,500 shares at an exercise price of \$54.00 per share that are immediately exercisable.

(3) Includes 8,030 shares held in a revocable trust of Mr. Ancius and his wife, over which Mr. Ancius and his wife share voting and investment power, 429 shares held in a custodian account for a son of Mr. Ancius, and 430 shares held by another son of Mr. Ancius. Mr. Ancius disclaims beneficial ownership of the shares held by or for the

account of his sons.

-33-

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Table of Contents

- (4) Consists of 650 shares held in Mr. Eastman's revocable trust, over which Mr. Eastman shares voting and investment power with his wife.  
 Consists of 41,845 shares held jointly by Mr. Florness and his wife, stock options to acquire 200,000 shares at an exercise price of \$22.50 per share that are immediately exercisable, and approximately 3,782 shares attributable to the account of Mr. Florness in our 401(k) plan. Mr. Florness has the right to direct the investment of, and the voting of all shares attributable to, his 401(k) plan account.
- (5) Includes stock options to acquire 37,500 shares at an exercise price of \$27.00 per share and 26,250 shares at an exercise price of \$54.00 per share, each of which is immediately exercisable, approximately 7,988 shares attributable to the account of Mr. Hein in our 401(k) plan, 150 shares held by a son of Mr. Hein, 30 shares held in a custodial account for the benefit of another son, and 30 shares held by a daughter of Mr. Hein. Mr. Hein has the right to direct the investment of, and the voting of all shares attributable to, his 401(k) plan account. Mr. Hein and his wife share voting and investment power over the shares held in the custodian account for the benefit of their son. Mr. Hein disclaims beneficial ownership of the shares held by or for the benefit of his children.
- (6) Consists of 10,000 shares held in Ms. Heise's revocable trust, over which Ms. Heise shares voting and investment power with her husband.
- (7) Consists of 10,000 shares held in a revocable trust of Mr. Jackson and his wife, over which Mr. Jackson and his wife share voting and investment power.
- (8) Includes 10,000 shares held in Mr. Miller's revocable trust, over which Mr. Miller has voting and investment power.
- (9) Consists of 10,000 shares held in Mr. Satterlee's revocable trust, over which Mr. Satterlee has voting and investment power.
- (10) Consists of 10,000 shares held jointly by Ms. Wisecup and her husband, and stock options to acquire 45,000 shares at an exercise price of \$35.00 per share and 26,250 shares at an exercise price of \$54.00 per share, each of which is immediately exercisable.
- (11) Consists of stock options to acquire 10,000 shares at an exercise price of \$22.50 per share and 22,500 shares at an exercise price of \$27.00 per share, each of which is immediately exercisable, and approximately 696 shares attributable to the account of Mr. Owen in our 401(k) plan. Mr. Owen has the right to direct the investment of, and the voting of all shares attributable to, his 401(k) plan account.
- (12) Includes stock options to acquire 10,000 shares at an exercise price of \$22.50 per share, 22,500 shares at an exercise price of \$27.00 per share, and 1,750 shares at an exercise price of \$54.00 per share, each of which is immediately exercisable, approximately 6,874 shares attributable to the account of Mr. Polipnick in our 401(k) plan, 1,862 shares held in a custodial account for the benefit of a daughter, 963 shares held in a custodial account for the benefit of another daughter and 898 shares held jointly by Mr. Polipnick and his wife. Mr. Polipnick has the right to direct the investment of, and the voting of all shares attributable to, his 401(k) plan account. Mr. Polipnick and his wife share voting and investment power over the shares held in the custodian account for the benefit of their daughters. Mr. Polipnick disclaims beneficial ownership of the shares held for the benefit of his daughters.
- (13) According to an amendment to a Schedule 13G statement filed with the SEC reflecting ownership as of December 31, 2015, The Bank of New York Mellon Corporation, which is a parent holding company or control person, has sole voting power with respect to 14,890,359 shares, shared voting power with respect to 7,340 shares, sole investment power with respect to 13,899,139 shares, and shared investment power with respect to 2,266,306 shares. According to the same amendment to Schedule 13G statement, MBC Investments Corporation, which is a parent holding company or control person and a direct or indirect subsidiary of The Bank of New York Mellon Corporation, has sole voting power with respect to 12,819,692 shares, sole investment power with respect to 13,225,110 shares, and shared investment power with respect to 2,181,089 shares. The shares reported as beneficially owned by The Bank of New York Mellon Corporation include the shares reported as beneficially owned by MBC Investments Corporation.
- (14) According to an amendment to a Schedule 13G statement filed with the SEC reflecting ownership as of December 31, 2015, BlackRock, Inc., which is a parent holding company or control person, has sole voting power with
- (15)

respect to 13,486,725 shares and sole investment power with respect to 15,899,878 shares.

(16) According to an amendment to a Schedule 13G statement filed with the SEC reflecting ownership as of December 31, 2015, Ruane, Cunniff & Goldfarb Inc., which is a registered investment advisor, has sole voting power with respect to 23,607,163 shares and sole investment power with respect to 23,607,163 shares.

(17) According to an amendment to a Schedule 13G statement filed with the SEC reflecting ownership as of December 31, 2015, The Vanguard Group, which is a registered investment advisor, has sole voting power with respect to 545,458 shares, shared voting power with respect to 26,800 shares, sole investment power with respect to 25,191,624 shares, and shared investment power with respect to 567,359 shares.

Table of Contents

**ADDITIONAL MATTERS**

If you are a registered shareholder, our 2015 annual report, including financial statements, is being mailed to you with this proxy statement. If you are a shareholder who holds shares in street name, you will receive a notice regarding availability of proxy materials by mail from your broker. The notice will contain instructions as to how you can access our 2015 annual report over the internet. It will also tell you how to request a paper or e-mail copy of our 2015 annual report.

As of the date of this proxy statement, we know of no matters that will be presented for determination at the 2016 annual shareholders meeting other than those referred to herein. If any other matters properly come before the meeting calling for a vote of shareholders, it is intended that the shares represented by the proxies solicited by our board of directors will be voted by the proxies named therein in accordance with their best judgment.

We will pay the cost of soliciting our board of directors' form of proxy, which may include the reimbursement of brokers for forwarding solicitation materials to shareholders holding stock in street name. In addition to solicitation by the use of mail and the internet, our directors, officers, and employees may solicit proxies by telephone, personal contact, or special correspondence without additional compensation to them.

Our transfer agent is Wells Fargo Bank, N.A. All communications concerning registered shareholder accounts, including address changes, name changes, common stock transfer requirements, and similar issues, can be handled by contacting our transfer agent at 1-800-468-9716, or in writing at P.O. Box 64854, St. Paul, Minnesota 55164.

If you wish to obtain a copy of our annual report on Form 10-K filed with the SEC for 2015, you may do so without charge by writing to Internal Audit, at our offices at 2001 Theurer Boulevard, Winona, Minnesota 55987-0978.

**DEADLINES FOR RECEIPT OF SHAREHOLDER PROPOSALS FOR THE 2017 ANNUAL MEETING**

Any shareholder proposal intended to be presented at the 2017 annual meeting and desired to be included in our proxy statement for that annual meeting must be received by us at our principal executive office no later than November 8, 2016 in order to be included in such proxy statement. We must receive any other shareholder proposals intended to be presented at our 2017 annual meeting at our principal executive office no later than December 20, 2016.

By Order of the board of directors,

Sheryl A. Lisowski

Interim Chief Financial Officer, Controller, and Chief Accounting Officer

February 24, 2016





