

WINMARK CORP
Form 4
December 12, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURPHY STEVEN

(Last) (First) (Middle)
605 HWY 169 N, SUITE 400
(Street)

MINNEAPOLIS, MN 55441

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WINMARK CORP [WINA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President of Franchising

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	86,952	D	
Common Stock				(A) or (D)	350	I	By Son 1
Common Stock				(A) or (D)	350	I	By Son 2

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾ 12/10/2019	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽¹⁾ 06/01/2020	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽¹⁾ 12/14/2020	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽¹⁾ 06/01/2021	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽¹⁾ 12/08/2021	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾ 06/01/2022	Common Stock	9,250
	\$ 55.72					12/13/2013 ⁽¹⁾ 12/13/2022		9,250

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Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 59.77				06/01/2014 ⁽¹⁾	06/01/2023		Common Stock	9,250
Employee Stock Option (right to buy)	\$ 82.72				12/16/2014 ⁽¹⁾	12/16/2023		Common Stock	9,250
Employee Stock Option (right to buy)	\$ 66.29				06/01/2015 ⁽¹⁾	06/01/2024		Common Stock	8,500
Employee Stock Option (right to buy)	\$ 80.32				12/15/2015 ⁽¹⁾	12/15/2024		Common Stock	8,500
Employee Stock Option (right to buy)	\$ 91.93				06/01/2016 ⁽¹⁾	06/01/2025		Common Stock	6,800
Employee Stock Option (right to buy)	\$ 90.99				12/14/2016 ⁽¹⁾	12/14/2025		Common Stock	6,800
Employee Stock Option	\$ 98.25				06/01/2017 ⁽¹⁾	06/01/2026		Common Stock	5,000
Employee Stock Option (right to buy)	\$ 125.5	12/12/2016	A	5,000	12/12/2017 ⁽¹⁾	12/12/2026		Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY STEVEN 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441			President of Franchising	

Signatures

/s/ Steven A.
Murphy
12/12/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% per year for 4 years

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