

Goff Leah A
 Form 4
 December 10, 2009

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 *
 Goff Leah A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Human Resources

MINNEAPOLIS, MN 55441

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

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

(City) (State) (Zip)

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

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

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.46								12/13/2006 ⁽¹⁾	12/13/2015	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 20.32								12/14/2007 ⁽¹⁾	12/14/2016	Common Stock	2,450
Employee Stock Option (right to buy)	\$ 20.96								12/13/2008 ⁽¹⁾	12/13/2017	common stock	2,500
Employee Stock Option (right to buy)	\$ 16.52								08/13/2009 ⁽¹⁾	08/13/2018	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 12.75								12/11/2009 ⁽¹⁾	12/11/2018	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 13.01								06/01/2010 ⁽¹⁾	06/01/2019	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 22.15	12/10/2009			A				12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Leah A 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Human Resources	

Signatures

/s/ Leah A. Goff 12/10/2009

__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 four 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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