

WINMARK CORP
Form 4
March 03, 2017

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)
03/01/2017

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2017		M	4,000 A \$ 22.15	4,000	D	
Common Stock	03/01/2017		S(2)	2,200 (3) D \$ 114.05	1,800	D	
Common Stock	03/01/2017		S(2)	800 (4) D \$ 113	1,000	D	
Common Stock					86,952	I	By Trust
Common Stock					350	I	By Son 1

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Common Stock 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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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	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.15	03/01/2017		M	4,000	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	

buy)

Employee
StockOption \$ 51.17
(right to
buy)06/01/2013⁽¹⁾ 06/01/2022Common
Stock

9,250

Employee
StockOption \$ 55.72
(right to
buy)12/13/2013⁽¹⁾ 12/13/2022Common
Stock

9,250

Employee
StockOption \$ 59.77
(right to
buy)06/01/2014⁽¹⁾ 06/01/2023Common
Stock

9,250

Employee
StockOption \$ 82.72
(right to
buy)12/16/2014⁽¹⁾ 12/16/2023Common
Stock

9,250

Employee
StockOption \$ 66.29
(right to
buy)06/01/2015⁽¹⁾ 06/01/2024Common
Stock

8,500

Employee
StockOption \$ 80.32
(right to
buy)12/15/2015⁽¹⁾ 12/15/2024Common
Stock

8,500

Employee
StockOption \$ 91.93
(right to
buy)06/01/2016⁽¹⁾ 06/01/2025Common
Stock

6,800

Employee
StockOption \$ 90.99
(right to
buy)12/14/2016⁽¹⁾ 12/14/2025Common
Stock

6,800

Employee
Stock

Option \$ 98.25

06/01/2017⁽¹⁾ 06/01/2026Common
Stock

5,000

Employee
Stock

\$ 125.5

12/12/2017⁽¹⁾ 12/12/2026Common
Stock

5,000

Option
(right to
buy)

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

03/03/2017

 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
- (2) Sale effected pursuant to a 10b5-1 Plan established by the reporting person on November 23, 2016.
- (3) 2,200 shares sold at an average price of \$114.05, with a range of \$113.50 to \$114.35, to cover payment of exercise price of and taxes due on option exercises included on this Form 4.
- (4) 800 shares sold at a price of \$113.00 to cover payment of exercise price of and taxes due on option exercises included on this Form 4.

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