

WINMARK CORP

Form 4

March 03, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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
____X____ Officer (give title ____ Other (specify
below) below)

President of Franchising

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	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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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 (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
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⁾

06/01/2022

Common
Stock

9,250

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

12/13/2022

Common
Stock

9,250

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

06/01/2023

Common
Stock

9,250

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

12/16/2023

Common
Stock

9,250

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

06/01/2024

Common
Stock

8,500

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

12/15/2024

Common
Stock

8,500

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

06/01/2025

Common
Stock

6,800

Employee
StockOption \$ 90.99
(right to
buy)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

\$ 125.5

12/12/2017⁽¹⁾

12/12/2026

Common
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. 03/03/2017
Murphy

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.

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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