

WINMARK CORP
Form 4
March 18, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goff Leah A

(Last) (First) (Middle)

605 HIGHWAY 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)
03/14/2014

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)
VP of Human Resources

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/14/2014 | | M | | 1,250 A \$ 16.52 | 4,300 | D |
| Common Stock | 03/14/2014 | | M | | 1,195 A \$ 12.75 | 5,495 | D |
| Common Stock | 03/14/2014 | | S | | 1,595 (3) D \$ 77.53 | 3,900 | D |
| Common Stock | 03/17/2014 | | M | | 55 A \$ 12.75 | 3,955 | D |
| Common Stock | 03/17/2014 | | M | | 1,250 A \$ 13.01 | 5,205 | D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|----------|-------|---|
| Common Stock | 03/17/2014 | M | 1,750 | A | \$ 22.15 | 6,955 | D |
| Common Stock | 03/17/2014 | S | <u>1,305</u> (4) | D | \$ 77.51 | 5,650 | D |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 16.52 | 03/14/2014 | | M | 1,250 | 08/13/2009 ⁽¹⁾ 08/13/2018 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 12.75 | 03/14/2014 ⁽²⁾ | | M | 1,250 | 12/11/2009 ⁽¹⁾ 12/11/2018 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 13.01 | 03/17/2014 | | M | 1,250 | 06/01/2010 ⁽¹⁾ 06/01/2019 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 22.15 | 03/17/2014 | | M | 1,750 | 12/10/2010 ⁽¹⁾ 12/10/2019 | Common Stock | 1,750 |
| | \$ 31.19 | | | | | 06/01/2011 ⁽¹⁾ 06/01/2020 | | 1,250 |

| | | | | | |
|--|----------|---------------------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 32.92 | 12/14/2011 ⁽¹⁾ | 12/14/2020 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 37.76 | 06/01/2012 ⁽¹⁾ | 06/01/2021 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 53.34 | 12/08/2012 ⁽¹⁾ | 12/08/2021 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 51.17 | 06/01/2013 ⁽¹⁾ | 06/01/2022 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 55.72 | 12/13/2013 ⁽¹⁾ | 12/13/2022 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 59.77 | 06/01/2014 ⁽¹⁾ | 06/01/2023 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 82.72 | 12/16/2014 ⁽¹⁾ | 12/16/2023 | Common Stock | 1,250 |

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 03/18/2014

__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
- (2) 1195 option shares exercised 3/14/14, 55 option shares exercised 3/17/14 as indicated on Table 1
- (3) 1595 shares sold at an average price of \$77.53 with a range of \$77.30 to \$77.82 to cover payment of exercise price of and taxes due on option exercises included on this Form 4.
- (4) 1305 shares sold at an average price of \$77.51 with a range of \$77.14 to \$77.67 to cover payment of exercise price of and taxes due on option exercised 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.