WINMARK CORP Form 4 October 14, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box

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 See Instruction

(Print or Type Responses)

(Last)

1(b).

1. Name and Address of Reporting Person * **HOOLEY MARK T**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WINMARK CORP [WINA] 3. Date of Earliest Transaction

(Check all applicable)

(First) 4200 DAHLBERG DRIVE, SUITE

(Street)

(Middle)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

10/13/2005

below) Vice President General Counsel

100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

GOLDEN VALLEY, MN 55422

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 10/13/2005 Stock

P 500 Α \$ 20 20,500

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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and A	Securities	3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 4.65					04/11/2002(1)	04/11/2006	common stock	10,000	
Employee Stock Option (right to buy)	\$ 10.52					12/19/2002(1)	12/19/2011	common stock	15,000	
Employee Stock Option (right to buy)	\$ 10					12/18/2003(1)	12/18/2012	common stock	15,000	
Employee Stock Option (right to buy)	\$ 18.25					12/16/2004(1)	12/16/2013	common stock	15,000	
Employee Stock Option (right to buy)	\$ 26.05					12/09/2005 <u>(1)</u>	12/09/2014	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HOOLEY MARK T 4200 DAHLBERG DRIVE SUITE 100			Vice President General Counsel				

Reporting Owners 2

GOLDEN VALLEY, MN 55422

Signatures

/s/ Mark T. Hooley 10/14/2005

**Signature of Date
Reporting Person

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. 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.

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