

MURPHY STEVEN
Form 4
October 23, 2008

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)

4200 DAHLBERG DRIVE SUITE 100

(Street)

GOLDEN VALLEY, MN 55422

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2008

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 below) ___ Other (specify 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/22/2008 | | P | | 1,000 | A | \$ 14.25 |
| Common Stock | | | | | 50 | I | By Son 1 |
| Common Stock | | | | | 50 | 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)

number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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 | 10,000 |
| Employee Stock Option (right to buy) | \$ 18.25 | | | | | 12/16/2004 ⁽¹⁾ 12/16/2013 | Common Stock | 10,000 |
| Employee Stock Option | \$ 26.05 | | | | | 12/09/2005 ⁽¹⁾ 12/09/2014 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 20.46 | | | | | 12/13/2006 ⁽¹⁾ 12/13/2015 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 20.32 | | | | | 12/14/2007 ⁽¹⁾ 12/14/2016 | Common Stock | 19,500 |
| Employee Stock | \$ 20.96 | | | | | 12/13/2008 ⁽¹⁾ 12/13/2017 | common stock | 22,500 |

