MURPHY STEVEN

Form 4

January 07, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MURPHY STEVEN			2. Issuer Name and Ticker or Trading Symbol WINMARK CORP [WINA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle) 3. I		3. Date of Earliest Transaction	(check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
605 HIGHWAY 169 N, SUITE 400			01/04/2010	X Officer (give title Other (specify below)		
				President of Franchising		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MINNEAPOLIS, MN 55441				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/04/2010		Code V M	Amount 15,000	(D)	Price \$ 10.52	(Instr. 3 and 4) 27,102	D	
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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number.

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Secu Secu) Acqu or Di (D)	urities juired (A) Disposed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 10.52	01/04/2010		M		15,000	12/19/2002(1)	12/19/2011	Common Stock	15,0
Employee Stock Option (right to buy)	\$ 10						12/18/2003 <u>(1)</u>	12/18/2012	Common Stock	10,0
Employee Stock Option (right to buy)	\$ 18.25						12/16/2004 <u>(1)</u>	12/16/2013	Common Stock	10,0
Employee Stock Option	\$ 26.05						12/09/2005(1)	12/09/2014	Common Stock	10,0
Employee Stock Option (right to buy)	\$ 20.46						12/13/2006 <u>(1)</u>	12/13/2015	Common Stock	10,0
Employee Stock Option (right to buy)	\$ 20.32						12/14/2007(1)	12/14/2016	Common Stock	19,5
Employee Stock Option (right to	\$ 20.96						12/13/2008(1)	12/13/2017	common stock	22,5

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buy)					
Employee Stock Option (right to buy)	\$ 16.52	08/13/2009(1)	08/13/2018	Common Stock	11,2
Employee Stock Option (right to buy)	\$ 12.75	12/11/2009(1)	12/11/2018	Common Stock	16,0
Employee Stock Option (right to buy)	\$ 13.01	06/01/2010(1)	06/01/2019	Common Stock	10,0
Employee Stock Option (right to	\$ 22.15	12/10/2010(1)	12/10/2019	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

MURPHY STEVEN 605 HIGHWAY 169 N

605 HIGHWAY 169 N SUITE 400

MINNEAPOLIS, MN 55441

President of Franchising

Signatures

buy)

/s/ Steven A. 01/07/2010 Murphy

**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 4 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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