

Goff Leah A
Form 4
June 01, 2011

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)
06/01/2011

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)

VP of Human Resources

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|--|
| Employee Stock Option (right to buy) | \$ 20.46 | | | | | | | | 12/13/2006 ⁽¹⁾ | 12/13/2015 | Common Stock | 2,500 |
| Employee Stock Option (right to buy) | \$ 20.32 | | | | | | | | 12/14/2007 ⁽¹⁾ | 12/14/2016 | Common Stock | 2,450 |
| Employee Stock Option (right to buy) | \$ 20.96 | | | | | | | | 12/13/2008 ⁽¹⁾ | 12/13/2017 | common stock | 2,500 |
| Employee Stock Option (right to buy) | \$ 16.52 | | | | | | | | 08/13/2009 ⁽¹⁾ | 08/13/2018 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 12.75 | | | | | | | | 12/11/2009 ⁽¹⁾ | 12/11/2018 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 13.01 | | | | | | | | 06/01/2010 ⁽¹⁾ | 06/01/2019 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 22.15 | | | | | | | | 12/10/2010 ⁽¹⁾ | 12/10/2019 | Common Stock | 1,750 |
| Employee Stock | \$ 31.19 | | | | | | | | 06/01/2011 ⁽¹⁾ | 06/01/2020 | Common Stock | 1,250 |

Option
(right to
buy)

Employee
Stock

Option \$ 32.92
(right to
buy)

12/14/2011⁽¹⁾ 12/14/2020

Common
Stock 1,250

Employee
Stock

Option \$ 37.76 06/01/2011
(right to
buy)

A 1,250

06/01/2012⁽¹⁾ 06/01/2021

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 06/01/2011

__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

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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