

Zola Steven C
Form 4
May 31, 2013

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 *
Zola Steven C

(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)
05/29/2013

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)

President, Winmark Capital

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 2,003 | D | |
| Common Stock | 05/29/2013 | | S | 477 D \$ 61.03 | 44,283 | I | By Zola Living Trust |
| Common Stock | 05/30/2013 | | S | 100 D \$ 61.05 | 44,183 | I | By Zola Living Trust |
| Common Stock | 05/31/2013 | | S | 3,376 (3) D \$ 60.43 | 40,807 | I | By Zola Living Trust |

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| | | | |
|--------------|-----|---|---------|
| Common Stock | 500 | I | Child 1 |
| Common Stock | 500 | I | Child 2 |
| Common Stock | 500 | I | Child 3 |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 25.99 | | | | | 01/13/2006 ⁽¹⁾ | 01/13/2015 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 20.46 | | | | | 12/13/2006 ⁽²⁾ | 12/13/2015 | Common Stock | 452 |
| Employee Stock Option (right to buy) | \$ 20.32 | | | | | 12/14/2007 ⁽²⁾ | 12/14/2016 | Common Stock | 14,600 |
| Employee Stock Option (right to buy) | \$ 20.96 | | | | | 12/13/2008 ⁽²⁾ | 12/13/2017 | Common Stock | 17,600 |
| Employee Stock Option (right to buy) | \$ 16.52 | | | | | 08/13/2009 ⁽²⁾ | 08/13/2018 | Common Stock | 8,400 |
| Employee Stock Option | \$ 12.75 | | | | | 12/11/2009 ⁽²⁾ | 12/11/2018 | Common Stock | 5,780 |

| | | | | | | |
|--|----------|--|---------------------------|------------|-----------------|-------|
| (right to buy) | | | | | | |
| Employee Stock Option (right to buy) | \$ 13.01 | | 06/01/2010 ⁽²⁾ | 06/01/2019 | Common Stock | 9,80 |
| Employee Stock Option (right to buy) | \$ 22.15 | | 12/10/2010 ⁽²⁾ | 12/10/2019 | Common Stock | 10,00 |
| Employee Stock Option (right to buy) | \$ 31.19 | | 06/01/2011 ⁽²⁾ | 06/01/2020 | Common Stock | 10,00 |
| Employee Stock Option (right to buy) | \$ 32.92 | | 12/14/2011 ⁽²⁾ | 12/14/2020 | Common Stock | 9,25 |
| Employee Stock Option (right to buy) | \$ 37.76 | | 06/01/2012 ⁽²⁾ | 06/01/2021 | Common Stock | 9,25 |
| Employee Stock Option (right to buy) | \$ 53.34 | | 12/08/2012 ⁽²⁾ | 12/08/2021 | Common Stock | 9,25 |
| Employee Stock Option (right to buy) | \$ 51.17 | | 06/01/2013 ⁽²⁾ | 06/01/2022 | Common Stock | 9,25 |
| Employee Stock Option (right to buy) | \$ 55.72 | | 12/13/2013 ⁽²⁾ | 12/13/2022 | Common Stock | 9,25 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zola Steven C 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441 | X | | President, Winmark Capital | |

Signatures

/s/ Steven C.
Zola

05/31/2013

**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).

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- (1) 20% per year for 5 years
- (2) 25% per year for 4 years
- (3) 3,376 shares sold at an average of \$60.43, with a range of \$60.25 to \$60.99

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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