MURPHY STEVEN

Form 4

October 30, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading
MURPHY STEVEN	Symbol
	WINMARK CORP [WINA]

(Middle)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

605 HWY 169 N, SUITE 400

(First)

(Street)

3. Date of Earliest Transaction (Month/Day/Year) 10/30/2018

Director 10% Owner _X__ Officer (give title _ Other (specify below) President of Franchising

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55441

(City)	(State)	(Zip) 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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(22.00.1.1)		
Common Stock	10/30/2018		M	4,555	A	\$ 53.34	4,555	D		
Common Stock	10/30/2018		S	1,500 (2)	D	\$ 153.5	3,055	D		
Common Stock	10/30/2018		S	3,053 (3)	D	\$ 152.12	2	D		
Common Stock	10/30/2018		S	2 (4)	D	\$ 150	0	D		
Common Stock	10/30/2018		M	660	A	\$ 51.17	660	D		

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Common Stock	96,852 I	By Trust				
Common Stock	350 I	By Son 1				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474						
	information contained in this form are required to respond unless the form displays a currently valid OMB control.					

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

number.

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)	Securities		tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right to buy)	\$ 53.34	10/30/2018		M		4,555	12/08/2012(1)	12/08/2021	Common Stock	4,555
Employee Stock Option (right to buy)	\$ 51.17	10/30/2018		M		660	06/01/2013(1)	06/01/2022	Common Stock	660
Employee Stock Option (right to buy)	\$ 55.72						12/13/2013(1)	12/13/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 59.77						06/01/2014(1)	06/01/2023	Common Stock	9,250
	\$ 82.72						12/16/2014(1)	12/16/2023		9,250

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Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 66.29	06/01/2015 <u>(1)</u>	06/01/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 80.32	12/15/2015 <u>(1)</u>	12/15/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 91.93	06/01/2016(1)	06/01/2025	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 90.99	12/14/2016 <u>(1)</u>	12/14/2025	Common Stock	6,800
Employee Stock Option	\$ 98.25	06/01/2017(1)	06/01/2026	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 125.5	12/12/2017(1)	12/12/2026	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 122.5	06/01/2018(1)	06/01/2027	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 134.25	12/11/2018(1)	12/11/2027	Common Stock	5,000
Employee Stock Option	\$ 143.2	06/01/2019(1)	06/01/2028	Common Stock	5,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURPHY STEVEN 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441

President of Franchising

Signatures

/s/ Steven A. 10/30/2018 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
- (2) 1,500 shares sold at a price of \$153.50 to cover payment of exercise price of and taxes due on option exercises included on this Form 4.
- (3) 3,053 shares sold at an average price of \$152.12, with a range of \$152.00 to \$152.61, to cover payment of exercise price of and taxes due on option exercises included on this Form 4.
- (4) 2 shares sold at a price of \$150.00 to cover payment of exercise price of and taxes due on option exercises included on this Form 4.

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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