

WINMARK CORP

Form 4

November 03, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
11/03/2016

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 Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common Stock	11/03/2016		M		1,250	A	\$ 31.19	6,900	D
Common Stock	11/03/2016		M		1,250	A	\$ 32.92	8,150	D
Common Stock	11/03/2016		M		1,250	A	\$ 37.76	9,400	D
Common Stock	11/03/2016		M		1,250	A	\$ 53.34	10,650	D
Common Stock	11/03/2016		S		3,120 ⁽²⁾	D	\$ 104.22	7,530	D

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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
Employee Stock Option (right to buy)	\$ 31.19	11/03/2016		M	1,250	06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 32.92	11/03/2016		M	1,250	12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 37.76	11/03/2016		M	1,250	06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 53.34	11/03/2016		M	1,250	12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	1,250
Employee Stock	\$ 55.72					12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	1,250

Option
(right to
buy)

Employee
Stock

Option \$ 59.77
(right to
buy)

06/01/2014⁽¹⁾ 06/01/2023

Common
Stock

1,250

Employee
Stock

Option \$ 82.72
(right to
buy)

12/16/2014⁽¹⁾ 12/16/2023

Common
Stock

1,250

Employee
Stock

Option \$ 66.29
(right to
buy)

06/01/2015⁽¹⁾ 06/01/2024

Common
Stock

1,250

Employee
Stock

Option \$ 80.32
(right to
buy)

12/15/2015⁽¹⁾ 12/15/2024

Common
Stock

1,250

Employee
Stock

Option \$ 91.93
(right to
buy)

06/01/2016⁽¹⁾ 06/01/2025

Common
Stock

1,000

Employee
Stock

Option \$ 90.99
(right to
buy)

12/14/2016⁽¹⁾ 12/14/2025

Common
Stock

1,000

Employee
Stock

Option \$ 98.25
(right to
buy)

06/01/2017⁽¹⁾ 06/01/2026

Common
Stock

1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Leah A 605 HIGHWAY 169 N			VP of Human Resources	

SUITE 400
MINNEAPOLIS, MN 55441

Signatures

/s/ Leah A. Goff

11/03/2016

__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
- (2) 3,120 shares sold at an average price of \$104.22, with a range of \$104.00 to \$104.75, 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.

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