

WINMARK CORP
Form 4
December 16, 2013

FORM 4

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

OMB APPROVAL

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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 HWY 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)
12/13/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/13/2013		M/K	2,500 A \$ 22.15	4,503	D	
Common Stock	06/12/2013		G	V 328 D \$ 0	39,599	I	By Zola Living Trust
Common Stock	12/13/2013		G	V 120 D \$ 0	39,479	I	By Zola Living Trust
Common Stock	12/13/2013		F	669 ⁽³⁾ D \$ 82.72	38,810	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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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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 25.99							01/13/2006 ⁽¹⁾	01/13/2015	Common Stock
Employee Stock Option (right to buy)	\$ 20.46							12/13/2006 ⁽²⁾	12/13/2015	Common Stock
Employee Stock Option (right to buy)	\$ 20.32							12/14/2007 ⁽²⁾	12/14/2016	Common Stock
Employee Stock Option (right to buy)	\$ 20.96							12/13/2008 ⁽²⁾	12/13/2017	Common Stock
Employee Stock Option (right to buy)	\$ 16.52							08/13/2009 ⁽²⁾	08/13/2018	Common Stock
Employee Stock Option (right to buy)	\$ 12.75							12/11/2009 ⁽²⁾	12/11/2018	Common Stock
Employee Stock Option	\$ 13.01							06/01/2010 ⁽²⁾	06/01/2019	Common Stock

(right to buy)								
Employee Stock Option (right to buy)	\$ 22.15	12/13/2013	M	2,500	12/10/2010 ⁽²⁾	12/10/2019		Common Stock
Employee Stock Option (right to buy)	\$ 31.19				06/01/2011 ⁽²⁾	06/01/2020		Common Stock
Employee Stock Option (right to buy)	\$ 32.92				12/14/2011 ⁽²⁾	12/14/2020		Common Stock
Employee Stock Option (right to buy)	\$ 37.76				06/01/2012 ⁽²⁾	06/01/2021		Common Stock
Employee Stock Option (right to buy)	\$ 53.34				12/08/2012 ⁽²⁾	12/08/2021		Common Stock
Employee Stock Option (right to buy)	\$ 51.17				06/01/2013 ⁽²⁾	06/01/2022		Common Stock
Employee Stock Option (right to buy)	\$ 55.72				12/13/2013 ⁽²⁾	12/13/2022		Common Stock
Employee Stock Option (right to buy)	\$ 59.77				06/01/2014 ⁽²⁾	06/01/2023		Common Stock
Employee Stock Option (right to buy)	\$ 82.72	12/13/2013	A	9,250	12/16/2014 ⁽²⁾	12/16/2023		Common Stock

Reporting Owners

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

Signatures

/s/ Steven C.
Zola

12/16/2013

**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).

(1) 20% per year for 5 years

(2) 25% per year for 4 years

(3) 669 shares delivered in payment of exercise price of option exercises included on this Form 4, valued at the closing price of the shares on December 13, 2013 of \$82.72.

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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