WINMARK CORP Form 4

March 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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5 Deletionship of Departing Degan(s) to

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

Person

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1 Name and Address of Departing Da

1(b).

MURPHY STEVEN			2. Issuer Name and Ticker or Trading Symbol	Issuer			
			WINMARK CORP [WINA]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
605 HWY 1	69 N, SUIT	E 400	03/01/2017	X Officer (give title Other (specify below)			
				President of Franchising			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

MINNEAPOLIS, MN 55441

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	03/01/2017		M	4,000	A	\$ 22.15	4,000	D	
Common Stock	03/01/2017		S(2)	2,200 (3)	D	\$ 114.05	1,800	D	
Common Stock	03/01/2017		S(2)	800 (4)	D	\$ 113	1,000	D	
Common Stock							86,952	I	By Trust
Common Stock							350	I	By Son 1

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Common Stock

350 I

By Son 2

(9-02)

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)

				• /			ŕ			
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. Transactio Code (Instr. 8)	Secu Acq (A) Disp (D)	urities uired or posed of tr. 3, 4,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (right to buy)	\$ 22.15	03/01/2017		M		4,000	12/10/2010(1)	12/10/2019	Common Stock	10,00
Employee Stock Option (right to buy)	\$ 31.19						06/01/2011(1)	06/01/2020	Common Stock	10,00
Employee Stock Option (right to buy)	\$ 32.92						12/14/2011(1)	12/14/2020	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 37.76						06/01/2012(1)	06/01/2021	Common Stock	9,250
Employee Stock Option (right to	\$ 53.34						12/08/2012(1)	12/08/2021	Common Stock	9,250

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buy)					
Employee Stock Option (right to buy)	\$ 51.17	06/01/2013 <u>(1)</u>	06/01/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 55.72	12/13/2013 <u>(1)</u>	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
Employee Stock Option (right to buy)	\$ 82.72	12/16/2014 <u>(1)</u>	12/16/2023	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 66.29	06/01/2015(1)	06/01/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 80.32	12/15/2015(1)	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(1)	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	\$ 125.5	12/12/2017(1)	12/12/2026	Common Stock	5,000

Option (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. 03/03/2017 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) Sale effected pursuant to a 10b5-1 Plan established by the reporting person on November 23, 2016.
- (3) 2,200 shares sold at an average price of \$114.05, with a range of \$113.50 to \$114.35, to cover payment of exercise price of and taxes due on option exercises included on this Form 4.
- (4) 800 shares sold at a price of \$113.00 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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