

Goff Leah A  
 Form 4  
 November 21, 2017

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
 Goff Leah A

2. Issuer Name and Ticker or Trading Symbol  
 WINMARK CORP [WINA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

605 HIGHWAY 169 N, SUITE 400

11/20/2017

VP of Human Resources

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/20/2017		M		1,250 A \$ 51.17	8,780	D
Common Stock	11/20/2017		S		970 (2) D \$ 128.7	7,810	D
Common Stock	11/21/2017		M		1,250 A \$ 55.72	9,060	D
Common Stock	11/21/2017		M		500 A \$ 59.77	9,560	D
Common Stock	11/21/2017		S		1,060 (3) D \$ 128	8,500	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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SEC 1474  
(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 51.17	11/20/2017		M	1,250	06/01/2013 <sup>(1)</sup> 06/01/2022	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 55.72	11/21/2017		M	1,250	12/13/2013 <sup>(1)</sup> 12/13/2022	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 59.77	11/21/2017		M	500	06/01/2014 <sup>(1)</sup> 06/01/2023	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 82.72					12/16/2014 <sup>(1)</sup> 12/16/2023	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 66.29					06/01/2015 <sup>(1)</sup> 06/01/2024	Common Stock	1,250
Employee Stock	\$ 80.32					12/15/2015 <sup>(1)</sup> 12/15/2024	Common Stock	1,250

Option  
(right to  
buy)

Employee  
Stock

Option \$ 91.93  
(right to  
buy)

06/01/2016<sup>(1)</sup> 06/01/2025

Common  
Stock

1,000

Employee  
Stock

Option \$ 90.99  
(right to  
buy)

12/14/2016<sup>(1)</sup> 12/14/2025

Common  
Stock

1,000

Employee  
Stock

Option \$ 98.25  
(right to  
buy)

06/01/2017<sup>(1)</sup> 06/01/2026

Common  
Stock

1,000

Employee  
Stock

Option \$ 125.5  
(right to  
buy)

12/12/2017<sup>(1)</sup> 12/12/2026

Common  
Stock

1,000

Employee  
Stock

Option \$ 122.5  
(right to  
buy)

06/01/2018<sup>(1)</sup> 06/01/2027

Common  
Stock

1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Leah A 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Human Resources	

## Signatures

/s/ Leah A. Goff                      11/21/2017  
 \*\*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 four years

(2) 970 shares sold at an average price of \$128.70, with a range of \$128.60 to \$128.95, to cover payment of exercise price of and taxes due on option exercises included on this Form 4.

(3) 1,060 shares sold at a price of \$128.00 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.

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