

Zola Steven C
Form 4
December 15, 2011

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 *
Zola Steven C

(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)
12/15/2011

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)
Common Stock	12/15/2011		M	V Amount (A) or (D) Price 4,875 A \$ 20.32	6,875	D	
Common Stock	12/15/2011		M	V Amount (A) or (D) Price 1,125 A \$ 20.46	8,000	D	
Common Stock	12/15/2011		G	V 130 D \$ 0	10,511	I	By Zola Living Trust
Common Stock					500	I	Child 1
Common Stock					500	I	Child 2

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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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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Owned or Controlled by the Registrant on the Date of Filing
Non-Qualified Stock Option (right to buy)	\$ 25.99					01/13/2006 ⁽¹⁾	01/13/2015	Common Stock	1
Employee Stock Option (right to buy)	\$ 20.46	12/15/2011		M	1,125	12/13/2006 ⁽²⁾	12/13/2015	Common Stock	2
Employee Stock Option (right to buy)	\$ 20.32	12/15/2011		M	4,875	12/14/2007 ⁽²⁾	12/14/2016	Common Stock	1
Employee Stock Option (right to buy)	\$ 20.96					12/13/2008 ⁽²⁾	12/13/2017	Common Stock	2
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 ⁽²⁾	08/13/2018	Common Stock	1
Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽²⁾	12/11/2018	Common Stock	1
Employee Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽²⁾	06/01/2019	Common Stock	1
Employee Stock Option	\$ 22.15					12/10/2010 ⁽²⁾	12/10/2019	Common Stock	1

(right to buy)

Employee Stock Option (right to buy)	\$ 31.19	06/01/2011 ⁽²⁾	06/01/2020	Common Stock	1
Employee Stock Option (right to buy)	\$ 32.92	12/14/2011 ⁽²⁾	12/14/2020	Common Stock	9
Employee Stock Option (right to buy)	\$ 37.76	06/01/2012 ⁽²⁾	06/01/2021	Common Stock	9
Employee Stock Option (right to buy)	\$ 53.34	12/08/2012 ⁽²⁾	12/08/2021	Common Stock	9

Reporting Owners

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

Signatures

/s/ Steven C.
Zola

12/15/2011

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

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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