

WINMARK CORP

Form 4

March 18, 2014

FORM 4

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

OMB APPROVAL

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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

(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)

03/14/2014

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)

VP of Human Resources

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/14/2014		M		1,250 A \$ 16.52	4,300	D
Common Stock	03/14/2014		M		1,195 A \$ 12.75	5,495	D
Common Stock	03/14/2014		S		1,595 (3) D \$ 77.53	3,900	D
Common Stock	03/17/2014		M		55 A \$ 12.75	3,955	D
Common Stock	03/17/2014		M		1,250 A \$ 13.01	5,205	D

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Common Stock	03/17/2014	M	1,750	A	\$ 22.15	6,955	D
Common Stock	03/17/2014	S	<u>1,305</u> (4)	D	\$ 77.51	5,650	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.52	03/14/2014		M	1,250	08/13/2009 ⁽¹⁾ 08/13/2018	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 12.75	03/14/2014 ⁽²⁾		M	1,250	12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 13.01	03/17/2014		M	1,250	06/01/2010 ⁽¹⁾ 06/01/2019	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 22.15	03/17/2014		M	1,750	12/10/2010 ⁽¹⁾ 12/10/2019	Common Stock	1,750	
	\$ 31.19					06/01/2011 ⁽¹⁾ 06/01/2020		1,250	

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 32.92	12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 37.76	06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 53.34	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 Option (right to buy)	\$ 55.72	12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 59.77	06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 82.72	12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	1,250

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 03/18/2014

__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) 1195 option shares exercised 3/14/14, 55 option shares exercised 3/17/14 as indicated on Table 1
- (3) 1595 shares sold at an average price of \$77.53 with a range of \$77.30 to \$77.82 to cover payment of exercise price of and taxes due on option exercises included on this Form 4.
- (4) 1305 shares sold at an average price of \$77.51 with a range of \$77.14 to \$77.67 to cover payment of exercise price of and taxes due on option exercised 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.