

WINMARK CORP  
Form 4  
November 03, 2016

**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)  
11/03/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/03/2016		M		1,250 A \$ 31.19	6,900	D
Common Stock	11/03/2016		M		1,250 A \$ 32.92	8,150	D
Common Stock	11/03/2016		M		1,250 A \$ 37.76	9,400	D
Common Stock	11/03/2016		M		1,250 A \$ 53.34	10,650	D
Common Stock	11/03/2016		S		3,120 (2) D \$ 104.22	7,530	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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(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)	\$ 31.19	11/03/2016		M	1,250	06/01/2011 <sup>(1)</sup> 06/01/2020	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 32.92	11/03/2016		M	1,250	12/14/2011 <sup>(1)</sup> 12/14/2020	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 37.76	11/03/2016		M	1,250	06/01/2012 <sup>(1)</sup> 06/01/2021	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 53.34	11/03/2016		M	1,250	12/08/2012 <sup>(1)</sup> 12/08/2021	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 <sup>(1)</sup> 06/01/2022	Common Stock	1,250	
Employee Stock	\$ 55.72					12/13/2013 <sup>(1)</sup> 12/13/2022	Common Stock	1,250	

Option (right to buy)						
Employee Stock Option (right to buy)	\$ 59.77		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 Option (right to buy)	\$ 80.32		12/15/2015 <sup>(1)</sup>	12/15/2024	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 91.93		06/01/2016 <sup>(1)</sup>	06/01/2025	Common Stock	1,000
Employee Stock Option (right to buy)	\$ 90.99		12/14/2016 <sup>(1)</sup>	12/14/2025	Common Stock	1,000
Employee Stock Option (right to buy)	\$ 98.25		06/01/2017 <sup>(1)</sup>	06/01/2026	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Leah A 605 HIGHWAY 169 N			VP of Human Resources	

SUITE 400  
MINNEAPOLIS, MN 55441

## Signatures

/s/ Leah A. Goff                      11/03/2016

\_\_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) 3,120 shares sold at an average price of \$104.22, with a range of \$104.00 to \$104.75, 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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