

HEFFES BRETT D
 Form 4
 December 11, 2018

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 *
 HEFFES BRETT D

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)
 605 HWY 169 N, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2018

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 120,400 | D | |
| Common Stock | | | | | 1,300 | I | By Son |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 51.17 | | | | | 06/01/2013 ⁽¹⁾ | 06/01/2022 | Common Stock |
| Employee Stock Option (right to buy) | \$ 55.72 | | | | | 12/13/2013 ⁽¹⁾ | 12/13/2022 | Common Stock |
| Employee Stock Option (right to buy) | \$ 59.77 | | | | | 06/01/2014 ⁽¹⁾ | 06/01/2023 | Common Stock |
| Employee Stock Option (right to buy) | \$ 82.72 | | | | | 12/16/2014 ⁽¹⁾ | 12/16/2023 | Common Stock |
| Employee Stock Option (right to buy) | \$ 66.29 | | | | | 06/01/2015 ⁽¹⁾ | 06/01/2024 | Common Stock |
| Employee Stock Option (right to buy) | \$ 80.32 | | | | | 12/15/2015 ⁽¹⁾ | 12/15/2024 | Common Stock |
| Employee Stock | \$ 91.93 | | | | | 06/01/2016 ⁽¹⁾ | 06/01/2025 | Common Stock |

| | | | | | | | | |
|--|-----------|------------|--|---|-------|---------------------------|------------|--------------|
| Option (right to buy) | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 90.99 | | | | | 12/14/2016 ⁽¹⁾ | 12/14/2025 | Common Stock |
| Employee Stock Option (right to buy) | \$ 98.25 | | | | | 06/01/2017 ⁽¹⁾ | 06/01/2026 | Common Stock |
| Employee Stock Option (right to buy) | \$ 125.5 | | | | | 12/12/2017 ⁽¹⁾ | 12/12/2026 | Common Stock |
| Employee Stock Option (right to buy) | \$ 122.5 | | | | | 06/01/2018 ⁽¹⁾ | 06/01/2027 | Common Stock |
| Employee Stock Option (right to buy) | \$ 134.25 | | | | | 12/11/2018 ⁽¹⁾ | 12/11/2027 | Common Stock |
| Employee Stock Option (right to buy) | \$ 143.2 | | | | | 06/01/2019 ⁽¹⁾ | 06/01/2028 | Common Stock |
| Employee Stock Option (right to buy) | \$ 156 | 12/11/2018 | | A | 5,000 | 12/11/2019 ⁽¹⁾ | 12/11/2028 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEFFES BRETT D 605 HWY 169 N | X | | CEO | |

SUITE 400
MINNEAPOLIS, MN 55441

Signatures

/s/ Brett D.

12/11/2018

Heffes

 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.

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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