

WINMARK CORP
Form 4
December 12, 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 *
Barbetta Lawrence A

(Last) (First) (Middle)
5326 FOX HUNT DRIVE
(Street)

WESLEY CHAPEL, FL 33543
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Num of S
		Code	V				
Non-Employee Director Stock Option (right to buy)	\$ 57.34			04/30/2013 ⁽¹⁾	04/30/2022	Common Stock	25
Non-Employee Director Stock Option (right to buy)	\$ 51.17			06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 55.72			12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 59.77			06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 82.72			12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	1,
Non-Employee Director Stock Option(right to buy)	\$ 66.29			06/01/2015 ⁽¹⁾	06/01/2024	Common Stock	1,
Non-Employee Director Stock Option	\$ 80.32			12/15/2015 ⁽¹⁾	12/15/2024	Common Stock	1,
Non-Employee Stock Option (right to buy)	\$ 91.93			06/01/2016 ⁽¹⁾	06/01/2025	Common Stock	8
Non-Employee Director Stock Option (right to buy)	\$ 90.99			12/14/2016 ⁽¹⁾	12/14/2025	Common Stock	8
Non-Employee Director Stock Option (right to	\$ 98.25			06/01/2017 ⁽¹⁾	06/01/2026	Common Stock	8

buy)

Non-Employee
Director Stock
Option (right to
buy)

\$ 125.5

12/12/2016

A

800

12/12/2017⁽¹⁾

12/12/2026

Common
Stock

8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbetta Lawrence A 5326 FOX HUNT DRIVE WESLEY CHAPEL, FL 33543	X			

Signatures

/s/Lawrence A.

Barbetta

12/12/2016

**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.

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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