

Goff Leah A
 Form 4
 November 21, 2017

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

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)

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

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

605 HIGHWAY 169 N, SUITE 400

11/20/2017

VP of Human Resources

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/20/2017 | | M | | 1,250 A \$ 51.17 | 8,780 | D |
| Common Stock | 11/20/2017 | | S | | 970 (2) D \$ 128.7 | 7,810 | D |
| Common Stock | 11/21/2017 | | M | | 1,250 A \$ 55.72 | 9,060 | D |
| Common Stock | 11/21/2017 | | M | | 500 A \$ 59.77 | 9,560 | D |
| Common Stock | 11/21/2017 | | S | | 1,060 (3) D \$ 128 | 8,500 | 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) | \$ 51.17 | 11/20/2017 | | M | 1,250 | 06/01/2013 ⁽¹⁾ 06/01/2022 | Common Stock | 1,250 | |
| Employee Stock Option (right to buy) | \$ 55.72 | 11/21/2017 | | M | 1,250 | 12/13/2013 ⁽¹⁾ 12/13/2022 | Common Stock | 1,250 | |
| Employee Stock Option (right to buy) | \$ 59.77 | 11/21/2017 | | M | 500 | 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 | |
| Employee Stock Option (right to buy) | \$ 66.29 | | | | | 06/01/2015 ⁽¹⁾ 06/01/2024 | Common Stock | 1,250 | |
| Employee Stock | \$ 80.32 | | | | | 12/15/2015 ⁽¹⁾ 12/15/2024 | Common Stock | 1,250 | |

Option
(right to
buy)

Employee
Stock

Option \$ 91.93
(right to
buy)

06/01/2016⁽¹⁾ 06/01/2025

Common
Stock 1,000

Employee
Stock

Option \$ 90.99
(right to
buy)

12/14/2016⁽¹⁾ 12/14/2025

Common
Stock 1,000

Employee
Stock

Option \$ 98.25
(right to
buy)

06/01/2017⁽¹⁾ 06/01/2026

Common
Stock 1,000

Employee
Stock

Option \$ 125.5
(right to
buy)

12/12/2017⁽¹⁾ 12/12/2026

Common
Stock 1,000

Employee
Stock

Option \$ 122.5
(right to
buy)

06/01/2018⁽¹⁾ 06/01/2027

Common
Stock 1,000

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 11/21/2017
 **Signature of Date
 Reporting Person

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) 970 shares sold at an average price of \$128.70, with a range of \$128.60 to \$128.95, to cover payment of exercise price of and taxes due on option exercises included on this Form 4.

(3) 1,060 shares sold at a price of \$128.00 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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