

MURPHY STEVEN  
Form 4  
June 01, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
MURPHY STEVEN

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 HWY 169 N, SUITE 400

06/01/2018

President of Franchising

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					96,202	I	By Trust
Common Stock					350	I	By Son 2
Common Stock					350	I	By Son 1

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

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number.

**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	
Employee Stock Option (right to buy)	\$ 37.76					06/01/2012 <sup>(1)</sup>	06/01/2021	Common Stock	1,746
Employee Stock Option (right to buy)	\$ 53.34					12/08/2012 <sup>(1)</sup>	12/08/2021	Common Stock	9,013
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 <sup>(1)</sup>	06/01/2022	Common Stock	8,606
Employee Stock Option (right to buy)	\$ 55.72					12/13/2013 <sup>(1)</sup>	12/13/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 59.77					06/01/2014 <sup>(1)</sup>	06/01/2023	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 82.72					12/16/2014 <sup>(1)</sup>	12/16/2023	Common Stock	9,250

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Employee Stock Option (right to buy)	\$ 66.29					06/01/2015 <sup>(1)</sup>	06/01/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 80.32					12/15/2015 <sup>(1)</sup>	12/15/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 91.93					06/01/2016 <sup>(1)</sup>	06/01/2025	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 90.99					12/14/2016 <sup>(1)</sup>	12/14/2025	Common Stock	6,800
Employee Stock Option	\$ 98.25					06/01/2017 <sup>(1)</sup>	06/01/2026	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 125.5					12/12/2017 <sup>(1)</sup>	12/12/2026	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 122.5					06/01/2018 <sup>(1)</sup>	06/01/2027	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 134.25					12/11/2018 <sup>(1)</sup>	12/11/2027	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 143.2	06/01/2018		A	5,000	06/01/2019 <sup>(1)</sup>	06/01/2028	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY STEVEN 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441			President of Franchising	

## Signatures

/s/ Steven A.  
Murphy

06/01/2018

\*\*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 4 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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