

Zola Steven C
 Form 4
 August 17, 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 *
 Zola Steven C

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Winmark Capital

MINNEAPOLIS, MN 55441

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

(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 | Price | |
| Common Stock | 08/15/2018 | | M | | 4,000 | A \$ 12.75 | 6,003 D |
| Common Stock | 08/15/2018 | | S | | 2,524 | D \$ 147.5 | 3,479 D |
| Common Stock | 08/16/2018 | | M | | 1,786 | A \$ 12.75 | 5,265 D |
| Common Stock | 08/16/2018 | | M | | 2,306 | A \$ 13.01 | 7,571 D |
| Common Stock | 08/16/2018 | | S | | 3,500 | D \$ 148.48 | 4,071 D |

(2)

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| | | | | | | | | | |
|--------------|------------|--|-----|-------|---|----------------------------|--------|---|---------------------|
| Common Stock | 08/17/2018 | | M | 1,500 | A | \$ 13.01 | 5,571 | D | |
| Common Stock | 08/17/2018 | | S | 1,230 | D | \$ 148.47 <u>(5)</u> | 4,341 | D | |
| Common Stock | 07/13/2018 | | G V | 600 | D | \$ 0 | 57,636 | I | by Zola Livng Trust |
| Common Stock | | | | | | | 800 | I | Child 1 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | |
| Employee Stock Option (right to buy) | \$ 12.75 | 08/15/2018 ⁽³⁾ | | M | 5,786 | 12/11/2009 ⁽¹⁾ | 12/11/2018 | Common Stock | 5,786 |
| Employee Stock Option (right to buy) | \$ 13.01 | 08/16/2018 ⁽⁴⁾ | | M | 3,806 | 06/01/2010 ⁽¹⁾ | 06/01/2019 | Common Stock | 7,306 |
| Employee Stock Option (right to buy) | \$ 22.15 | | | | | 12/10/2010 ⁽¹⁾ | 12/10/2019 | Common Stock | 7,500 |

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| | | | | | |
|--|----------|---------------------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | \$ 31.19 | 06/01/2011 ⁽¹⁾ | 06/01/2020 | Common Stock | 7,113 |
| Employee Stock Option (right to buy) | \$ 32.92 | 12/14/2011 ⁽¹⁾ | 12/14/2020 | Common Stock | 8,581 |
| Employee Stock Option (right to buy) | \$ 37.76 | 06/01/2012 ⁽¹⁾ | 06/01/2021 | Common Stock | 6,937 |
| Employee Stock Option (right to buy) | \$ 53.34 | 12/08/2012 ⁽¹⁾ | 12/08/2021 | Common Stock | 9,013 |
| Employee Stock Option (right to buy) | \$ 51.17 | 06/01/2013 ⁽¹⁾ | 06/01/2022 | Common Stock | 7,296 |
| Employee Stock Option (right to buy) | \$ 55.72 | 12/13/2013 ⁽¹⁾ | 12/13/2022 | Common Stock | 9,250 |
| Employee Stock Option (right to buy) | \$ 59.77 | 06/01/2014 ⁽¹⁾ | 06/01/2023 | Common Stock | 7,577 |
| Employee Stock Option (right to buy) | \$ 82.72 | 12/16/2014 ⁽¹⁾ | 12/16/2023 | Common Stock | 9,250 |
| Employee Stock Option (right to buy) | \$ 66.29 | 06/01/2015 ⁽¹⁾ | 06/01/2024 | Common Stock | 8,500 |
| | \$ 80.32 | 12/15/2015 ⁽¹⁾ | 12/15/2024 | | 8,500 |

| | | | | | |
|--------------------------------------|-----------|---------------------------|------------|--------------|-------|
| Employee Stock Option (right to buy) | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 91.93 | 06/01/2016 ⁽¹⁾ | 06/01/2025 | Common Stock | 6,800 |
| Employee Stock Option (right to buy) | \$ 90.99 | 12/14/2016 ⁽¹⁾ | 12/14/2025 | Common Stock | 6,800 |
| Employee Stock Option (right to buy) | \$ 98.25 | 06/01/2017 ⁽¹⁾ | 06/01/2026 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 125.5 | 12/12/2017 ⁽¹⁾ | 12/12/2026 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 122.5 | 06/01/2018 ⁽¹⁾ | 06/01/2027 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 134.25 | 12/11/2018 ⁽¹⁾ | 12/11/2027 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 143.2 | 06/01/2019 ⁽¹⁾ | 06/01/2028 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

Zola Steven C
605 HWY 169 N
SUITE 400
MINNEAPOLIS, MN 55441

X

President, Winmark Capital

Signatures

/s/ Steven C.
Zola

08/17/2018

**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
- (2) 3,500 shares sold at an average price of \$148.48, with a range of \$148.00 to \$149.00, to cover payment of a portion of the taxes due on option exercise included on this Form 4.
- (3) 4,000 shares exercised on 8/15/18 and 1,786 shares exercised on 8/16/18 as noted in Table 1.
- (4) 2,306 shares exercised on 8/16/18 and 1,500 shares exercised on 8/17/18 as noted in Table 1.
- (5) 1,230 shares sold at an average price of \$148.47, with a range of \$148.00 to \$148.55, to cover payment of a portion of the taxes due on option exercise included on this Form 4.

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