

Phillips Dean B
Form 4
December 13, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips Dean B

(Last) (First) (Middle)

25 MAIN STREET SE

(Street)

MINNEAPOLIS, MN 55414

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2012

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 (Instr. 4)
Common Stock				(A) or (D) Price	7,000	D	

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)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Nonemployee Director Stock Option (right to buy)	\$ 17.53							05/02/2008 ⁽¹⁾	05/02/2013	Common Stock	2
Nonemployee Director Stock Option (right to buy)	\$ 20.96							12/13/2008 ⁽¹⁾	12/13/2013	Common Stock	
Nonemployee Director Stock Option (right to buy)	\$ 12.75							12/11/2009 ⁽²⁾	12/11/2018	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 13.01							06/01/2010 ⁽²⁾	06/01/2019	Common Stock	
Nonemployee Director Stock Option (right to buy)	\$ 22.15							12/10/2010 ⁽²⁾	12/10/2019	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 31.19							06/01/2011 ⁽²⁾	06/01/2020	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 32.92							12/14/2011 ⁽²⁾	12/14/2020	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 37.76							06/01/2012 ⁽²⁾	06/01/2021	Common Stock	
Nonemployee Director Stock Option (right to buy)	\$ 53.34							12/08/2012 ⁽²⁾	12/08/2021	Common Stock	

buy)

Non-Employee

Director Stock
Option (right to
buy) \$ 51.17

06/01/2013⁽²⁾ 06/01/2022 Common
Stock

Non-Employee

Director Stock
Option (right to
buy) \$ 55.72 12/13/2012

A 1,000 12/13/2013⁽²⁾ 12/13/2022 Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Dean B 25 MAIN STREET SE MINNEAPOLIS, MN 55414	X			

Signatures

/s/ Dean B.
Phillips 12/13/2012

 **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) 20% per year for five years.

(2) 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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