

WINMARK CORP
Form 4
December 15, 2014

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 *
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)

12/15/2014

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 Indirect Beneficial Ownership (Instr. 4)
			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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Sec (Instr. 3 and 4)
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Derivative Security					Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	
							(A)	(D)				
Non-Employee Director Stock Option (right to buy)	\$ 57.34								04/30/2013 ⁽¹⁾	04/30/2022	Common Stock	2
Non-Employee Director Stock Option (right to buy)	\$ 51.17								06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 55.72								12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 59.77								06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 82.72								12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	
Non-Employee Director Stock Option(right to buy)	\$ 66.29								06/01/2015 ⁽¹⁾	06/01/2024	Common Stock	
Non-Employee Director Stock Option	\$ 80.32	12/15/2014			A		1,000		12/15/2015 ⁽¹⁾	12/15/2024	Common Stock	

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

12/15/2014

__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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