

WINMARK CORP

Form 4

January 07, 2015

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 *
Zola Steven C

(Last) (First) (Middle)

605 HWY 169 N, SUITE 400

(Street)

MINNEAPOLIS, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2015

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)

President, Winmark Capital

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)
Common Stock	01/06/2015		M/K	V Amount (A) or (D) Price 1,000 A \$ 25.99	3,003	D	
Common Stock	01/06/2015		M/K	V Amount (A) or (D) Price 669 A \$ 32.92	3,672	D	
Common Stock	12/30/2014		G	V 60 D \$ 0	43,992	I	By Zola Living Trust
Common Stock	01/06/2015		F ⁽³⁾	318 D \$ 81.59	43,674	I	By Zola Living Trust
	01/06/2015		F ⁽³⁾	269 D	43,405	I	

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Common Stock	\$ 81.59			By Zola Living Trust
Common Stock	500	I		Child 1
Common Stock	500	I		Child 2
Common Stock	500	I		Child 3

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 Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 25.99	01/06/2015		M	1,000	01/13/2006 ⁽¹⁾	01/13/2015	Common Stock
Employee Stock Option (right to buy)	\$ 20.46					12/13/2006 ⁽²⁾	12/13/2015	Common Stock
Employee Stock Option (right to buy)	\$ 20.32					12/14/2007 ⁽²⁾	12/14/2016	Common Stock
Employee Stock Option (right to buy)	\$ 20.96					12/13/2008 ⁽²⁾	12/13/2017	Common Stock
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 ⁽²⁾	08/13/2018	Common Stock

Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽²⁾	12/11/2018	Common Stock	5
Employee Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽²⁾	06/01/2019	Common Stock	7
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽²⁾	12/10/2019	Common Stock	7
Employee Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽²⁾	06/01/2020	Common Stock	7
Employee Stock Option (right to buy)	\$ 32.92	01/06/2015	M	669		12/14/2011 ⁽²⁾	12/14/2020	Common Stock	9
Employee Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽²⁾	06/01/2021	Common Stock	9
Employee Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽²⁾	12/08/2021	Common Stock	9
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽²⁾	06/01/2022	Common Stock	9
Employee Stock Option (right to buy)	\$ 55.72					12/13/2013 ⁽²⁾	12/13/2022	Common Stock	9
Employee Stock Option (right to buy)	\$ 59.77					06/01/2014 ⁽²⁾	06/01/2023	Common Stock	9
Employee Stock Option (right to buy)	\$ 82.72					12/16/2014 ⁽²⁾	12/16/2023	Common Stock	9
Employee Stock Option (right to buy)	\$ 66.29					06/01/2015 ⁽²⁾	06/01/2024	Common Stock	8
Employee Stock Option (right to buy)	\$ 80.32					12/15/2015 ⁽²⁾	12/15/2024	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships
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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

01/07/2015

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 5 years
- (2) 25% per year for 4 years
- (3) 318 shares and 269 shares delivered in payment of exercise price of options included on this Form 4, valued at the closing price of the shares on 1/6/15 of \$81.59

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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