

WILSON MARK L
Form 4
November 16, 2017

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 *
WILSON MARK L

(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)
11/14/2017

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/14/2017		S	8 D \$ 125	32,992	D	
Common Stock	11/16/2017		S	1,981 D \$ 125	31,011	D	

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

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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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽¹⁾	12/11/2018	Common Stock	2,000
Non-Employee Director Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽¹⁾	06/01/2019	Common Stock	1,000
Nonemployee Director Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	1,000
Nonemployee Director Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	1,000

Non-Employee Director Stock Option (right to buy)	\$ 55.72	12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 59.77	06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 82.72	12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 66.29	06/01/2015 ⁽¹⁾	06/01/2024	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 80.32	12/15/2015 ⁽¹⁾	12/15/2024	Common Stock	1,000
Non-Employee Director Stock Option (right to buy)	\$ 91.93	06/01/2016 ⁽¹⁾	06/01/2025	Common Stock	800
Non-Employee Director Stock Option (right to buy)	\$ 90.99	12/14/2016 ⁽¹⁾	12/14/2025	Common Stock	800
Non-Employee Director Stock Option (right to buy)	\$ 98.25	06/01/2017 ⁽¹⁾	06/01/2026	Common Stock	800
Non-Employee Director Stock Option (right to buy)	\$ 125.5	12/12/2017 ⁽¹⁾	12/12/2026	Common Stock	800
Non-Employee Director Stock Option (right to buy)	\$ 122.5	06/01/2018 ⁽¹⁾	06/01/2027	Common Stock	800

Reporting Owners

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

WILSON MARK L
605 HWY 169 N
SUITE 400
MINNEAPOLIS, MN 55441

X

Signatures

/s/ Anthony D. Ishaug on behalf of Mark L.
Wilson

11/16/2017

__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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