

WINMARK CORP
Form 4
December 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
12/12/2016

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|

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| | Derivative Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---------------------|--|---|---------------------------|-----------------|--------------|----------------------------|
| | | Code | V | | | | |
| Non-Employee Director Stock Option (right to buy) | \$ 57.34 | | | 04/30/2013 ⁽¹⁾ | 04/30/2022 | Common Stock | 25 |
| Non-Employee Director Stock Option (right to buy) | \$ 51.17 | | | 06/01/2013 ⁽¹⁾ | 06/01/2022 | Common Stock | 1, |
| Non-Employee Director Stock Option (right to buy) | \$ 55.72 | | | 12/13/2013 ⁽¹⁾ | 12/13/2022 | Common Stock | 1, |
| Non-Employee Director Stock Option (right to buy) | \$ 59.77 | | | 06/01/2014 ⁽¹⁾ | 06/01/2023 | Common Stock | 1, |
| Non-Employee Director Stock Option (right to buy) | \$ 82.72 | | | 12/16/2014 ⁽¹⁾ | 12/16/2023 | Common Stock | 1, |
| Non-Employee Director Stock Option(right to buy) | \$ 66.29 | | | 06/01/2015 ⁽¹⁾ | 06/01/2024 | Common Stock | 1, |
| Non-Employee Director Stock Option | \$ 80.32 | | | 12/15/2015 ⁽¹⁾ | 12/15/2024 | Common Stock | 1, |
| Non-Employee Stock Option (right to buy) | \$ 91.93 | | | 06/01/2016 ⁽¹⁾ | 06/01/2025 | Common Stock | 8 |
| Non-Employee Director Stock Option (right to buy) | \$ 90.99 | | | 12/14/2016 ⁽¹⁾ | 12/14/2025 | Common Stock | 8 |
| Non-Employee Director Stock Option (right to buy) | \$ 98.25 | | | 06/01/2017 ⁽¹⁾ | 06/01/2026 | Common Stock | 8 |

buy)

Non-Employee
Director Stock
Option (right to
buy)

\$ 125.5

12/12/2016

A

800

12/12/2017⁽¹⁾

12/12/2026

Common
Stock

8

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

12/12/2016

**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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