

Hovey Merry Beth
Form 4
February 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
Hovey Merry Beth

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
605 HIGHWAY 169 N, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP of Marketing

MINNEAPOLIS, MN 55441

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	01/31/2012		M		2,300	A	\$ 20.96
Common Stock	01/31/2012		M		337	A	\$ 16.52
Common Stock	01/31/2012		M		637	A	\$ 12.75
Common Stock	01/31/2012		M		325	A	\$ 13.01
Common Stock	01/31/2012		S		900 ⁽²⁾	D	\$ 68.94 ⁽²⁾

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.96	01/31/2012		M	2,300	12/13/2008 ⁽¹⁾ 12/13/2017	Common Stock	2,300	
Employee Stock Option (right to buy)	\$ 16.52	01/31/2012		M	337	08/13/2009 ⁽¹⁾ 08/13/2018	Common Stock	650	
Employee Stock Option (right to buy)	\$ 12.75	01/31/2012		M	637	12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock	950	
Employee Stock Option (right to buy)	\$ 13.01	01/31/2012		M	325	06/01/2010 ⁽¹⁾ 06/01/2019	Common Stock	950	
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾ 12/10/2019	Common Stock	1,250	
Employee Stock	\$ 31.19					06/01/2011 ⁽¹⁾ 06/01/2020	Common Stock	1,250	

Option
(right to
buy)

Employee
Stock

Option \$ 32.92
(right to
buy)

12/14/2011⁽¹⁾ 12/14/2020

Common
Stock

1,250

Employee
Stock

Option \$ 37.76
(right to
buy)

06/01/2012⁽¹⁾ 06/01/2021

Common
Stock

1,250

Employee
Stock

Option \$ 53.34
(right to
buy)

12/08/2012⁽¹⁾ 12/08/2021

Common
Stock

1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hovey Merry Beth 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Marketing	

Signatures

/s/ Merry Beth
Hovey

02/02/2012

**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) 25% per year for four years
- (2) 900 shares sold at an average price of \$68.94, with a range of \$68.76 to \$69.19, to cover a portion of the exercise price of option exercises included on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.