

WINMARK CORP  
Form 4  
January 07, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/06/2015		M/K	1,000 A \$ 25.99	3,003	D	
Common Stock	01/06/2015		M/K	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 <sup>(3)</sup>	318 D \$ 81.59	43,674	I	By Zola Living Trust
	01/06/2015		F <sup>(3)</sup>	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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**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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 25.99	01/06/2015		M	1,000	01/13/2006 <sup>(1)</sup> 01/13/2015	Common Stock	1
Employee Stock Option (right to buy)	\$ 20.46					12/13/2006 <sup>(2)</sup> 12/13/2015	Common Stock	1
Employee Stock Option (right to buy)	\$ 20.32					12/14/2007 <sup>(2)</sup> 12/14/2016	Common Stock	1
Employee Stock Option (right to buy)	\$ 20.96					12/13/2008 <sup>(2)</sup> 12/13/2017	Common Stock	1
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 <sup>(2)</sup> 08/13/2018	Common Stock	8

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

## 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. 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.