

MURPHY STEVEN
Form 4
August 30, 2012

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 *
MURPHY STEVEN

(Last) (First) (Middle)

605 HIGHWAY 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)
08/30/2012

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 of Franchising

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/30/2012 | | M | | 10,000 | A | \$ 18.25 |
| Common Stock | | | | | 350 | I | By Son 1 |
| Common Stock | | | | | 350 | I | By Son 2 |

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

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SEC 1474 (9-02)

number.

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) | 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) | \$ 18.25 | 08/30/2012 | | M | 10,000 | 12/16/2004 ⁽¹⁾ | 12/16/2013 | Common Stock | 10,000 |
| Employee Stock Option | \$ 26.05 | | | | | 12/09/2005 ⁽¹⁾ | 12/09/2014 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 20.46 | | | | | 12/13/2006 ⁽¹⁾ | 12/13/2015 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 20.32 | | | | | 12/14/2007 ⁽¹⁾ | 12/14/2016 | Common Stock | 19,500 |
| Employee Stock Option (right to buy) | \$ 20.96 | | | | | 12/13/2008 ⁽¹⁾ | 12/13/2017 | common stock | 22,500 |
| Employee Stock Option (right to buy) | \$ 16.52 | | | | | 08/13/2009 ⁽¹⁾ | 08/13/2018 | Common Stock | 11,200 |
| Employee Stock Option (right to buy) | \$ 12.75 | | | | | 12/11/2009 ⁽¹⁾ | 12/11/2018 | Common Stock | 16,000 |

buy)

Employee
Stock

Option \$ 13.01
(right to
buy)

06/01/2010⁽¹⁾ 06/01/2019

Common
Stock 10,0

Employee
Stock

Option \$ 22.15
(right to
buy)

12/10/2010⁽¹⁾ 12/10/2019

Common
Stock 10,0

Employee
Stock

Option \$ 31.19
(right to
buy)

06/01/2011⁽¹⁾ 06/01/2020

Common
Stock 10,0

Employee
Stock

Option \$ 32.92
(right to
buy)

12/14/2011⁽¹⁾ 12/14/2020

Common
Stock 9,25

Employee
Stock

Option \$ 37.76
(right to
buy)

06/01/2012⁽¹⁾ 06/01/2021

Common
Stock 9,25

Employee
Stock

Option \$ 53.34
(right to
buy)

12/08/2012⁽¹⁾ 12/08/2021

Common
Stock 9,25

Employee
Stock

Option \$ 51.17
(right to
buy)

06/01/2013⁽¹⁾ 06/01/2022

Common
Stock 9,25

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY STEVEN 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441 | | | President of Franchising | |

Signatures

/s/ Steven A.
Murphy

08/30/2012

__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 4 years

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