

Ishaug Anthony D
 Form 4
 August 28, 2018

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 *
 Ishaug Anthony D

(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)
 08/28/2018

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)
 Chief Financial Officer

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)	Price		
Common Stock	08/28/2018		M	2,000	A \$ 31.19	12,250	D
Common Stock	08/28/2018		S	2,000 (2)	D \$ 149.03	10,250	D
Common Stock	08/28/2018		M	4,000	A \$ 18.4	14,250	D

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 18.4	08/28/2018		M	4,000	09/04/2009 ⁽¹⁾ 09/04/2018	09/04/2018	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	7,000
Employee Stock Option	\$ 31.19	08/28/2018		M	2,000	06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	7,500
Employee Stock	\$ 51.17					06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	7,500

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Option (right to buy)						
Employee Stock Option (right to buy)	\$ 55.72		12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 59.77		06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 82.72		12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 66.29		06/01/2015 ⁽¹⁾	06/01/2024	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 80.32		12/15/2015 ⁽¹⁾	12/15/2024	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 91.93		06/01/2016 ⁽¹⁾	06/01/2025	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 90.99		12/14/2016 ⁽¹⁾	12/14/2025	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 98.25		06/01/2017 ⁽¹⁾	06/01/2026	Common Stock	6,800
Employee Stock Option	\$ 125.5		12/12/2017 ⁽¹⁾	12/12/2026	Common Stock	6,800

(right to buy)

Employee Stock

Option \$ 122.5

(right to buy)

06/01/2018⁽¹⁾ 06/06/2027

Common Stock

5,000

Employee Stock

Option \$ 134.25

(right to buy)

12/11/2018⁽¹⁾ 12/11/2027

Common Stock

5,000

Employee Stock

Option \$ 143.2

(right to buy)

06/01/2019⁽¹⁾ 06/01/2028

Common Stock

5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ishaug Anthony D 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441			Chief Financial Officer	

Signatures

/s/ Anthony D. 08/28/2018
Ishaug

**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
- (2) 2,000 shares sold at an average price of \$149.03, with a range of \$149.00 to \$149.30, to cover a portion of the payment of taxes due on 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.