

GRASSLE JENELE C

Form 4

June 01, 2009

**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 \*  
 GRASSLE JENELE C

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)  
 2300 MEETING PLACE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/01/2009

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

WAYZATA, MN 55319

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)<br>Price                                                  | 7,000                                                                                                              | D                                                                    |                                         |

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

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 information contained in this form are not  
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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)*

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| 1. Title of<br>Derivative Security<br>(Instr. 3)           | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |        |
|------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|--------|
|                                                            |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                                 | Expiration<br>Date | Title           | Amount |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 24                                                              |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 06/28/2005 <sup>(1)</sup>                                        | 06/28/2010         | Common<br>Stock |        |
| Non-Employee<br>Stock Option<br>(right to buy)             | \$ 26.05                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 12/09/2005 <sup>(1)</sup>                                        | 12/09/2010         | Common<br>Stock |        |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 20.46                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 12/13/2006 <sup>(1)</sup>                                        | 12/13/2011         | Common<br>Stock |        |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 20.32                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 12/14/2007 <sup>(1)</sup>                                        | 12/14/2012         | Common<br>Stock |        |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 20.96                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 12/13/2008 <sup>(1)</sup>                                        | 12/13/2013         | common<br>stock |        |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 12.75                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 12/11/2009 <sup>(2)</sup>                                        | 12/11/2018         | Common<br>Stock |        |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 13.01                                                           | 06/01/2009                              |                                                             | A                                    |                                                                                                                 | 1,000                                                          |     | 06/01/2010 <sup>(2)</sup>                                        | 06/01/2019         | Common<br>Stock |        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

GRASSLE JENELE C  
2300 MEETING PLACE  
WAYZATA, MN 55319

## Signatures

/s/ Anthondy D. Ishaug, as power of attorney on behalf of Jenele C.  
Grassle

06/01/2009

\_\_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) 20% per year for five years.

(2) 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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