

Zola Steven C
Form 4
June 01, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Zola Steven 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)
605 HIGHWAY 169 N, SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President, Winmark Capital

(Street)

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

MINNEAPOLIS, MN 55441

(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					9,641	I	By Zola Living Trust		
Common Stock					500	I	Child 1		
Common Stock					500	I	Child 2		
Common Stock	05/28/2009		P	11	A	\$ 12.5	11	I	Child 3
Common Stock	05/29/2009		P	9	A	\$ 12.2	20	I	Child 3

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Common Stock 05/29/2009 P 24 A \$ 12.44 I Child 3

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

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 25.99					01/13/2006 ⁽¹⁾ 01/13/2015	Common Stock 1,000
Employee Stock Option (right to buy)	\$ 20.46					12/13/2006 ⁽²⁾ 12/13/2015	Common Stock 20,000
Employee Stock Option (right to buy)	\$ 20.32					12/14/2007 ⁽²⁾ 12/14/2016	Common Stock 19,500
Employee Stock Option (right to buy)	\$ 20.96					12/13/2008 ⁽²⁾ 12/13/2017	common stock 22,500
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 ⁽²⁾ 08/13/2018	Common Stock 11,200
Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽²⁾ 12/11/2018	Common Stock 16,000
Employee Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽²⁾ 06/01/2019	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zola Steven C 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			President, Winmark Capital	

Signatures

/s/ Steven C.
Zola

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 5 years
 - (2) 25% per year for 4 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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