

MURPHY STEVEN

Form 4

December 10, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
12/10/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President of Franchising

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (D) Price			
Common Stock					12,102	D	
Common Stock					50	I	By Son 1
Common Stock					50	I	By Son 2

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)

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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.52							12/19/2002 ⁽¹⁾	12/19/2011	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 10							12/18/2003 ⁽¹⁾	12/18/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 18.25							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	\$ 20.96							12/13/2008 ⁽¹⁾	12/13/2017	common stock	22,500

buy)

Employee

Stock

Option \$ 16.52

(right to

buy)

08/13/2009⁽¹⁾

08/13/2018

Common
Stock

11,2

Employee

Stock

Option \$ 12.75

(right to

buy)

12/11/2009⁽¹⁾

12/11/2018

Common
Stock

16,0

Employee

Stock

Option \$ 13.01

(right to

buy)

06/01/2010⁽¹⁾

06/01/2019

Common
Stock

10,0

Employee

Stock

Option \$ 22.15 12/10/2009

A

10,000

12/10/2010⁽¹⁾

12/10/2019

Common
Stock

10,0

(right to

buy)

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.

12/10/2009

Murphy

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

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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