

Hovey Merry Beth
Form 4
February 02, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hovey Merry Beth

(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)
01/31/2012

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)

VP of Marketing

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 Ownership (Instr. 4)
Common Stock	01/31/2012		M	V Amount (A) or (D) Price 2,300 A \$ 20.96	2,800	D	
Common Stock	01/31/2012		M	337 A \$ 16.52	3,137	D	
Common Stock	01/31/2012		M	637 A \$ 12.75	3,774	D	
Common Stock	01/31/2012		M	325 A \$ 13.01	4,099	D	
Common Stock	01/31/2012		S	900 ⁽²⁾ D \$ 68.94 ⁽²⁾	3,199	D	

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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
Employee Stock Option (right to buy)	\$ 20.96	01/31/2012		M	2,300	12/13/2008 ⁽¹⁾	12/13/2017	Common Stock	2,300
Employee Stock Option (right to buy)	\$ 16.52	01/31/2012		M	337	08/13/2009 ⁽¹⁾	08/13/2018	Common Stock	650
Employee Stock Option (right to buy)	\$ 12.75	01/31/2012		M	637	12/11/2009 ⁽¹⁾	12/11/2018	Common Stock	950
Employee Stock Option (right to buy)	\$ 13.01	01/31/2012		M	325	06/01/2010 ⁽¹⁾	06/01/2019	Common Stock	950
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,250
Employee Stock	\$ 31.19					06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	1,250

Option
(right to
buy)

Employee
Stock

Option \$ 32.92
(right to
buy)

12/14/2011⁽¹⁾ 12/14/2020

Common
Stock

1,250

Employee
Stock

Option \$ 37.76
(right to
buy)

06/01/2012⁽¹⁾ 06/01/2021

Common
Stock

1,250

Employee
Stock

Option \$ 53.34
(right to
buy)

12/08/2012⁽¹⁾ 12/08/2021

Common
Stock

1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hovey Merry Beth 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Marketing	

Signatures

/s/ Merry Beth
Hovey

02/02/2012

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 four years

(2) 900 shares sold at an average price of \$68.94, with a range of \$68.76 to \$69.19, to cover a portion of the exercise price of 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.

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