

WILSON MARK L
Form 4
February 06, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON MARK L

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)
220 S 6TH STREET SUITE 1800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2012

☒ 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

MINNEAPOLIS, MN 55402-4503

(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)
Common Stock	02/02/2012		M	2,000 A \$ 20.32	37,000	D	
Common Stock	02/02/2012		M	1,600 A \$ 20.96	38,600	D	

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

**Persons who respond to the collection of
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 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
Non-Employee Director Stock Option (right to buy)	\$ 20.32	02/02/2012		M	2,000	12/14/2007 ⁽¹⁾ 12/14/2012	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 20.96	02/02/2012		M	1,600	12/13/2008 ⁽¹⁾ 12/13/2013	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽²⁾ 12/11/2018	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽²⁾ 06/01/2019	Common Stock
Nonemployee Director Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽²⁾ 12/10/2019	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽²⁾ 06/01/2020	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽²⁾ 12/14/2020	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽²⁾ 06/01/2021	Common Stock
Nonemployee Director Stock	\$ 53.34					12/08/2012 ⁽²⁾ 12/08/2021	Common Stock

Option (right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILSON MARK L 220 S 6TH STREET SUITE 1800 MINNEAPOLIS, MN 55402-4503	X

Signatures

/s/ Anthony D. Ishaug, as power of attorney on behalf of Mark L.
Wilson

02/06/2012

__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) 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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