

WINMARK CORP
 Form 4/A
 May 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
MORGAN JOHN L

(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)
05/08/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
05/11/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/08/2009		P	10,210 A \$ 13.05	1,486,558	D	
Common Stock					25,032	I	By Spouse

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Owned Beneficially (Instr. 5), 11. Reporting Person's Title and Ownership (Instr. 5), 12. Date of Report (Instr. 5), 13. Transaction Date (Month/Day/Year), 14. Derivative Security (Instr. 5), 15. Price of Derivative Security (Instr. 5), 16. Date of Report (Instr. 5), 17. Reporting Person's Title and Ownership (Instr. 5), 18. Date of Report (Instr. 5), 19. Transaction Date (Month/Day/Year), 20. Derivative Security (Instr. 5), 21. Price of Derivative Security (Instr. 5), 22. Date of Report (Instr. 5), 23. Reporting Person's Title and Ownership (Instr. 5), 24. Date of Report (Instr. 5), 25. Transaction Date (Month/Day/Year), 26. Derivative Security (Instr. 5), 27. Price of Derivative Security (Instr. 5), 28. Date of Report (Instr. 5), 29. Reporting Person's Title and Ownership (Instr. 5), 30. Date of Report (Instr. 5), 31. Transaction Date (Month/Day/Year), 32. Derivative Security (Instr. 5), 33. Price of Derivative Security (Instr. 5), 34. Date of Report (Instr. 5), 35. Reporting Person's Title and Ownership (Instr. 5), 36. Date of Report (Instr. 5), 37. Transaction Date (Month/Day/Year), 38. Derivative Security (Instr. 5), 39. Price of Derivative Security (Instr. 5), 40. Date of Report (Instr. 5), 41. Reporting Person's Title and Ownership (Instr. 5), 42. Date of Report (Instr. 5), 43. Transaction Date (Month/Day/Year), 44. Derivative Security (Instr. 5), 45. Price of Derivative Security (Instr. 5), 46. Date of Report (Instr. 5), 47. Reporting Person's Title and Ownership (Instr. 5), 48. Date of Report (Instr. 5), 49. Transaction Date (Month/Day/Year), 50. Derivative Security (Instr. 5), 51. Price of Derivative Security (Instr. 5), 52. Date of Report (Instr. 5), 53. Reporting Person's Title and Ownership (Instr. 5), 54. Date of Report (Instr. 5), 55. Transaction Date (Month/Day/Year), 56. Derivative Security (Instr. 5), 57. Price of Derivative Security (Instr. 5), 58. Date of Report (Instr. 5), 59. Reporting Person's Title and Ownership (Instr. 5), 60. Date of Report (Instr. 5), 61. Transaction Date (Month/Day/Year), 62. Derivative Security (Instr. 5), 63. Price of Derivative Security (Instr. 5), 64. Date of Report (Instr. 5), 65. Reporting Person's Title and Ownership (Instr. 5), 66. Date of Report (Instr. 5), 67. Transaction Date (Month/Day/Year), 68. Derivative Security (Instr. 5), 69. Price of Derivative Security (Instr. 5), 70. Date of Report (Instr. 5), 71. Reporting Person's Title and Ownership (Instr. 5), 72. Date of Report (Instr. 5), 73. Transaction Date (Month/Day/Year), 74. Derivative Security (Instr. 5), 75. Price of Derivative Security (Instr. 5), 76. Date of Report (Instr. 5), 77. Reporting Person's Title and Ownership (Instr. 5), 78. Date of Report (Instr. 5), 79. Transaction Date (Month/Day/Year), 80. Derivative Security (Instr. 5), 81. Price of Derivative Security (Instr. 5), 82. Date of Report (Instr. 5), 83. Reporting Person's Title and Ownership (Instr. 5), 84. Date of Report (Instr. 5), 85. Transaction Date (Month/Day/Year), 86. Derivative Security (Instr. 5), 87. Price of Derivative Security (Instr. 5), 88. Date of Report (Instr. 5), 89. Reporting Person's Title and Ownership (Instr. 5), 90. Date of Report (Instr. 5), 91. Transaction Date (Month/Day/Year), 92. Derivative Security (Instr. 5), 93. Price of Derivative Security (Instr. 5), 94. Date of Report (Instr. 5), 95. Reporting Person's Title and Ownership (Instr. 5), 96. Date of Report (Instr. 5), 97. Transaction Date (Month/Day/Year), 98. Derivative Security (Instr. 5), 99. Price of Derivative Security (Instr. 5), 100. Date of Report (Instr. 5), 101. Reporting Person's Title and Ownership (Instr. 5), 102. Date of Report (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Director, 10% Owner, Officer, Other. Row 1: MORGAN JOHN L, 605 HIGHWAY 169 N SUITE 400, MINNEAPOLIS, MN 55441, X, X, Chairman & CEO.

Signatures

/s/ John L. Morgan, 05/11/2009. **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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.