

MURPHY STEVEN

Form 4

June 05, 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 *
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)
06/01/2012

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)

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	(A) or (D)	Price
Common Stock					37,102	D	
Common Stock					350	I	By Son 1
Common Stock					350	I	By Son 2

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
required to respond unless the form
displays a currently valid OMB control**

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 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)	\$ 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 buy)	\$ 20.96							12/13/2008 ⁽¹⁾	12/13/2017	common stock	22,500
Employee Stock Option (right to buy)	\$ 16.52							08/13/2009 ⁽¹⁾	08/13/2018	Common Stock	11,250
Employee Stock Option	\$ 12.75							12/11/2009 ⁽¹⁾	12/11/2018	Common Stock	16,000

(right to
buy)Employee
StockOption \$ 13.01
(right to
buy)06/01/2010⁽¹⁾ 06/01/2019Common
Stock 10,00Employee
StockOption \$ 22.15
(right to
buy)12/10/2010⁽¹⁾ 12/10/2019Common
Stock 10,00Employee
StockOption \$ 31.19
(right to
buy)06/01/2011⁽¹⁾ 06/01/2020Common
Stock 10,00Employee
StockOption \$ 32.92
(right to
buy)12/14/2011⁽¹⁾ 12/14/2020Common
Stock 9,250Employee
StockOption \$ 37.76
(right to
buy)06/01/2012⁽¹⁾ 06/01/2021Common
Stock 9,250Employee
StockOption \$ 53.34
(right to
buy)12/08/2012⁽¹⁾ 12/08/2021Common
Stock 9,250Employee
StockOption \$ 51.17 06/01/2012
(right to
buy)

A 9,250

06/01/2013⁽¹⁾ 06/01/2022Common
Stock 9,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY STEVEN 605 HIGHWAY 169 N SUITE 400			President of Franchising	

MINNEAPOLIS, MN 55441

Signatures

/s/ Steven A.

06/01/2012

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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