

Goff Leah A
Form 4
June 01, 2011

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 *
Goff Leah A

(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)

06/01/2011

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 ____ Other (specify
below) below)

VP of Human Resources

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

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.46								12/13/2006 ⁽¹⁾	12/13/2015	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 20.32								12/14/2007 ⁽¹⁾	12/14/2016	Common Stock	2,450
Employee Stock Option (right to buy)	\$ 20.96								12/13/2008 ⁽¹⁾	12/13/2017	common stock	2,500
Employee Stock Option (right to buy)	\$ 16.52								08/13/2009 ⁽¹⁾	08/13/2018	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 12.75								12/11/2009 ⁽¹⁾	12/11/2018	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 13.01								06/01/2010 ⁽¹⁾	06/01/2019	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 22.15								12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,750
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 06/01/2011
(right to
buy)

A 1,250

06/01/2012⁽¹⁾ 06/01/2021

Common
Stock

1,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goff Leah A
605 HIGHWAY 169 N
SUITE 400
MINNEAPOLIS, MN 55441

VP of Human Resources

Signatures

/s/ Leah A. Goff 06/01/2011

__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

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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