

WINMARK CORP
Form 4
December 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKENZIE KIRK A

(Last) (First) (Middle)
605 HWY 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)
12/27/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/27/2016 | | S | 2,357 (2) | D \$ 126.86 | 82,811 | I Kirk A MacKenzie Revocable Trust |
| Common Stock | 12/27/2016 | | S | 1,264 (3) | D \$ 125.18 | 81,547 | I Kirk A MacKenzie Revocable Trust |
| Common Stock | 12/27/2016 | | S | 206 (4) | D \$ 124.6 | 81,341 | I Kirk A MacKenzie Revocable Trust |

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| | | | | | | | | |
|-----------------|------------|---|---------------------|---|--------------|--------|---|---|
| Common Stock | 12/28/2016 | S | 1,173 <u>(5)</u> | D | \$ 124.13 | 80,168 | I | Kirk A MacKenzie Revocable Trust |
|-----------------|------------|---|---------------------|---|--------------|--------|---|---|

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 number.

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 Underlying Security (Instr. 3 and 4) | Amount or Number of Share | |
|---|--|---|---|--------------------------------------|--|--|--|---------------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Employee Director Stock Option (right to buy) | \$ 12.75 | | | | | 12/11/2009 ⁽¹⁾ | 12/11/2018 | Common Stock | 2,000 |
| Non-Employee Directors Stock Option (right to buy) | \$ 13.01 | | | | | 06/01/2010 ⁽¹⁾ | 06/01/2019 | Common Stock | 1,000 |
| Nonemployee Director Stock Option (right to buy) | \$ 22.15 | | | | | 12/10/2010 ⁽¹⁾ | 12/10/2019 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 31.19 | | | | | 06/01/2011 ⁽¹⁾ | 06/01/2020 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 32.92 | | | | | 12/14/2011 ⁽¹⁾ | 12/14/2020 | Common Stock | 1,000 |

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| | | | | | |
|--|----------|---------------------------|------------|-----------------|-------|
| Non-Employee Director Stock Option (right to buy) | \$ 37.76 | 06/01/2012 ⁽¹⁾ | 06/01/2021 | Common Stock | 1,000 |
| Nonemployee Director Stock Option (right to buy) | \$ 53.34 | 12/08/2012 ⁽¹⁾ | 12/08/2021 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 51.17 | 06/01/2013 ⁽¹⁾ | 06/01/2022 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 55.72 | 12/13/2013 ⁽¹⁾ | 12/13/2022 | Common Stock | 1,000 |
| Non-Employee Stock Option (right to buy) | \$ 59.77 | 06/01/2014 ⁽¹⁾ | 06/01/2023 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 82.72 | 12/16/2014 ⁽¹⁾ | 12/16/2023 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 66.29 | 06/01/2015 ⁽¹⁾ | 06/01/2024 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 80.32 | 12/15/2015 ⁽¹⁾ | 12/15/2024 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 91.93 | 06/01/2016 ⁽¹⁾ | 06/01/2025 | Common Stock | 800 |
| Non-Employee Director Stock Option (right to buy) | \$ 90.99 | 12/14/2016 ⁽¹⁾ | 12/14/2025 | Common Stock | 800 |
| Non-Employee Director Stock Option (right to buy) | \$ 98.25 | 06/01/2017 ⁽¹⁾ | 06/01/2026 | Common Stock | 800 |
| Non-Employee Director Stock | \$ 125.5 | 12/12/2017 ⁽¹⁾ | 12/12/2026 | Common Stock | 800 |

Option (right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MACKENZIE KIRK A 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441 | X | | | |

Signatures

/s/ Anthony D. Ishaug on behalf of Kirk A.
MacKenzie

12/28/2016

__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) 2,357 shares sold at an average price of \$126.86, with a range of \$126.00 to \$127.00.
- (3) 1,264 shares sold at an average price of \$125.18, with a range of \$124.95 to \$125.80.
- (4) 206 shares sold at an average price of \$124.60, with a range of \$124.50 to \$124.70.
- (5) 1,173 shares sold at an average price of \$124.13, with a range of \$124.00 to \$124.50.

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.