

Zola Steven C
Form 4
May 09, 2018

FORM 4

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

OMB APPROVAL

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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 *
Zola Steven C

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)
605 HWY 169 N, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2018

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

President, Winmark Capital

(Street)

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 55441

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/09/2018		M	8,437 A \$ 16.52	10,440	D	
Common Stock	05/09/2018		S	2,077 D \$ 134.02	8,363	D	
Common Stock					51,876	I	by Zola Livng Trust
Common Stock					600	I	Child 1

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.52	05/09/2018		M	8,437	08/13/2009 ⁽¹⁾ 08/13/2018	Common Stock	8,437
Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock	5,786
Employee Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽¹⁾ 06/01/2019	Common Stock	7,306
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾ 12/10/2019	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽¹⁾ 06/01/2020	Common Stock	7,113
Employee Stock	\$ 32.92					12/14/2011 ⁽¹⁾ 12/14/2020	Common Stock	8,581

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Option (right to buy)						
Employee Stock Option (right to buy)	\$ 37.76		06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 53.34		12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 51.17		06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 55.72		12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 59.77		06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 82.72		12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 66.29		06/01/2015 ⁽¹⁾	06/01/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 80.32		12/15/2015 ⁽¹⁾	12/15/2024	Common Stock	8,500
Employee Stock Option	\$ 91.93		06/01/2016 ⁽¹⁾	06/01/2025	Common Stock	6,800

(right to buy)						
Employee Stock Option (right to buy)	\$ 90.99		12/14/2016 ⁽¹⁾	12/14/2025	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 98.25		06/01/2017 ⁽¹⁾	06/01/2026	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 125.5		12/12/2017 ⁽¹⁾	12/12/2026	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 122.5		06/01/2018 ⁽¹⁾	06/01/2027	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 134.25		12/11/2018 ⁽¹⁾	12/11/2027	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zola Steven C 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441	X		President, Winmark Capital	

Signatures

/s/ Steven C.
Zola

05/09/2018

**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

(2) 2,077 shares sold at an average price of \$134.02, with a range of \$134.00 to \$134.10, to cover payment of a portion of the taxes due on option exercise included on this Form 4.

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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