

WINMARK CORP  
Form 4  
July 29, 2013

**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 \*  
**MURPHY STEVEN**

(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)  
07/25/2013

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)

President of Franchising

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 or Price		
Common Stock	07/25/2013		M		10,000 A \$ 26.05	57,102	D
Common Stock	07/25/2013		M		10,000 A \$ 20.46	67,102	D
Common Stock	07/25/2013		M		19,500 A \$ 20.32	86,602	D
Common Stock	07/25/2013		M		22,500 A \$ 20.96	109,102	D
Common Stock	07/25/2013		M		11,250 A \$ 16.52	120,352	D

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Common Stock	07/25/2013	M	7,574	A	\$ 12.75	127,926	D	
Common Stock	07/25/2013	S	<u>50,000</u> (2)	D	\$ 70.5	77,926	D	
Common Stock	07/25/2013	M	2,694	A	\$ 13.01	80,620	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 number.**

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option	\$ 26.05	07/25/2013		M	10,000	12/09/2005 <sup>(1)</sup> 12/09/2014	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 20.46	07/25/2013		M	10,000	12/13/2006 <sup>(1)</sup> 12/13/2015	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 20.32	07/25/2013		M	19,500	12/14/2007 <sup>(1)</sup> 12/14/2016	Common Stock	19,500
Employee Stock Option	\$ 20.96	07/25/2013		M	22,500	12/13/2008 <sup>(1)</sup> 12/13/2017	Common Stock	22,500

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(right to buy)									
Employee Stock Option (right to buy)	\$ 16.52	07/25/2013	M	11,250	08/13/2009 <sup>(1)</sup>	08/13/2018	Common Stock	11,250	
Employee Stock Option (right to buy)	\$ 12.75	07/25/2013	M	7,574	12/11/2009 <sup>(1)</sup>	12/11/2018	Common Stock	16,000	
Employee Stock Option (right to buy)	\$ 13.01	07/25/2013	M	2,694	06/01/2010 <sup>(1)</sup>	06/01/2019	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 22.15				12/10/2010 <sup>(1)</sup>	12/10/2019	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 31.19				06/01/2011 <sup>(1)</sup>	06/01/2020	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 32.92				12/14/2011 <sup>(1)</sup>	12/14/2020	Common Stock	9,250	
Employee Stock Option (right to buy)	\$ 37.76				06/01/2012 <sup>(1)</sup>	06/01/2021	Common Stock	9,250	
Employee Stock Option (right to buy)	\$ 53.34				12/08/2012 <sup>(1)</sup>	12/08/2021	Common Stock	9,250	
Employee Stock Option (right to buy)	\$ 51.17				06/01/2013 <sup>(1)</sup>	06/01/2022	Common Stock	9,250	

