

Goff Leah A  
Form 4  
January 26, 2012

# 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 \*  
Goff Leah A

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)

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

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

605 HIGHWAY 169 N, SUITE 400

01/25/2012

VP of Human Resources

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/25/2012		M		2,500 A \$ 20.46	2,500	D
Common Stock	01/25/2012		M		2,450 A \$ 20.32	4,950	D
Common Stock	01/25/2012		M		2,500 A \$ 20.96	7,450	D
Common Stock	01/25/2012		S		4,400 (2) D \$ 64.23 (2)	3,050	D

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 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.46	01/25/2012		M	2,500	12/13/2006 <sup>(1)</sup> 12/13/2015	Common Stock	2,500	
Employee Stock Option (right to buy)	\$ 20.32	01/25/2012		M	2,450	12/14/2007 <sup>(1)</sup> 12/14/2016	Common Stock	2,450	
Employee Stock Option (right to buy)	\$ 20.96	01/25/2012		M	2,500	12/13/2008 <sup>(1)</sup> 12/13/2017	common stock	2,500	
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 <sup>(1)</sup> 08/13/2018	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 <sup>(1)</sup> 12/11/2018	Common Stock	1,250	
Employee Stock Option	\$ 13.01					06/01/2010 <sup>(1)</sup> 06/01/2019	Common Stock	1,250	

(right to buy)					
Employee Stock Option (right to buy)	\$ 22.15	12/10/2010 <sup>(1)</sup>	12/10/2019	Common Stock	1,750
Employee Stock Option (right to buy)	\$ 31.19	06/01/2011 <sup>(1)</sup>	06/01/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 32.92	12/14/2011 <sup>(1)</sup>	12/14/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 37.76	06/01/2012 <sup>(1)</sup>	06/01/2021	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 53.34	12/08/2012 <sup>(1)</sup>	12/08/2021	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                      01/26/2012  
 \*\*Signature of                      Date  
 Reporting Person

## 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

## Edgar Filing: Goff Leah A - Form 4

- (2) 4,400 shares sold at an average price of \$64.23, with a range of \$63.76 - \$64.65, to cover payment of exercise price of and taxes due on option exercises 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. 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.