

Hovey Merry Beth  
Form 4  
February 02, 2012

**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 \*  
Hovey Merry Beth

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 HIGHWAY 169 N, SUITE 400  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2012

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

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	(A) or (D)	Price
Common Stock	01/31/2012		M		2,300	A	\$ 20.96
Common Stock	01/31/2012		M		337	A	\$ 16.52
Common Stock	01/31/2012		M		637	A	\$ 12.75
Common Stock	01/31/2012		M		325	A	\$ 13.01
Common Stock	01/31/2012		S		900 <sup>(2)</sup>	D	\$ 68.94 <sup>(2)</sup>

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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)	\$ 20.96	01/31/2012		M	2,300	12/13/2008 <sup>(1)</sup> 12/13/2017	Common Stock	2,300
Employee Stock Option (right to buy)	\$ 16.52	01/31/2012		M	337	08/13/2009 <sup>(1)</sup> 08/13/2018	Common Stock	650
Employee Stock Option (right to buy)	\$ 12.75	01/31/2012		M	637	12/11/2009 <sup>(1)</sup> 12/11/2018	Common Stock	950
Employee Stock Option (right to buy)	\$ 13.01	01/31/2012		M	325	06/01/2010 <sup>(1)</sup> 06/01/2019	Common Stock	950
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 <sup>(1)</sup> 12/10/2019	Common Stock	1,250
Employee Stock	\$ 31.19					06/01/2011 <sup>(1)</sup> 06/01/2020	Common Stock	1,250

Option  
(right to  
buy)

Employee  
Stock

Option \$ 32.92  
(right to  
buy)

12/14/2011<sup>(1)</sup> 12/14/2020

Common  
Stock 1,250

Employee  
Stock

Option \$ 37.76  
(right to  
buy)

06/01/2012<sup>(1)</sup> 06/01/2021

Common  
Stock 1,250

Employee  
Stock

Option \$ 53.34  
(right to  
buy)

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
Hovey Merry Beth 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Marketing	

## Signatures

/s/ Merry Beth  
Hovey

02/02/2012

\*\*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) 900 shares sold at an average price of \$68.94, with a range of \$68.76 to \$69.19, to cover a portion of the exercise price of 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.