

WILSON MARK L

Form 4

December 13, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILSON MARK L**

(Last) (First) (Middle)

**220 S 6TH STREET SUITE 1800**

(Street)

**MINNEAPOLIS, MN 55402-4503**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**WINMARK CORP [WINA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/13/2012**

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)
			Code	V Amount (D) Price			
Common Stock					38,600	D	

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  
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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)**

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Employee Director Stock Option (right to buy)	\$ 20.96							12/13/2008 <sup>(1)</sup>	12/13/2013	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 12.75							12/11/2009 <sup>(2)</sup>	12/11/2018	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 13.01							06/01/2010 <sup>(2)</sup>	06/01/2019	Common Stock	
Nonemployee Director Stock Option (right to buy)	\$ 22.15							12/10/2010 <sup>(2)</sup>	12/10/2019	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 31.19							06/01/2011 <sup>(2)</sup>	06/01/2020	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 32.92							12/14/2011 <sup>(2)</sup>	12/14/2020	Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 37.76							06/01/2012 <sup>(2)</sup>	06/01/2021	Common Stock	
Nonemployee Director Stock Option (right to buy)	\$ 53.34							12/08/2012 <sup>(2)</sup>	12/08/2021	Common Stock	
Non-Employee Director Stock	\$ 51.17							06/01/2013 <sup>(2)</sup>	06/01/2022	Common Stock	

Option (right to  
buy)

Non-Employee

Director Stock

Option (right to

buy)

\$ 55.72

12/13/2012

A

1,000

12/13/2013<sup>(2)</sup>

12/13/2022

Common  
Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

WILSON MARK L

220 S 6TH STREET SUITE 1800

X

MINNEAPOLIS, MN 55402-4503

## Signatures

/s/ Mark L.

12/13/2012

Wilson

\*\*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) 20% per year for five years.

(2) 25% per year for four years.

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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