

WINMARK CORP
Form 5
February 07, 2017

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Zola Steven C

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

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, Winmark Capital

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	2,003	D	Â
Common Stock	12/19/2016	Â	G	359	D	\$ 0	48,529	I	Zola Living Trust
Common Stock	Â	Â	Â	Â	Â	Â	500	I	Child 1

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**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.96	Â	Â	Â	Â Â	12/13/2008 ⁽¹⁾ 12/13/2017	Common Stock 17,680
Employee Stock Option (right to buy)	\$ 16.52	Â	Â	Â	Â Â	08/13/2009 ⁽¹⁾ 08/13/2018	Common Stock 8,437
Employee Stock Option (right to buy)	\$ 12.75	Â	Â	Â	Â Â	12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock 5,786
Employee Stock Option (right to buy)	\$ 13.01	Â	Â	Â	Â Â	06/01/2010 ⁽¹⁾ 06/01/2019	Common Stock 7,306
Employee Stock Option (right to buy)	\$ 22.15	Â	Â	Â	Â Â	12/10/2010 ⁽¹⁾ 12/10/2019	Common Stock 7,500
Employee Stock Option (right to buy)	\$ 31.19	Â	Â	Â	Â Â	06/01/2011 ⁽¹⁾ 06/01/2020	Common Stock 7,113

Edgar Filing: WINMARK CORP - Form 5

Employee Stock Option (right to buy)	\$ 32.92	Â	Â	Â	Â	Â	12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	8,581
Employee Stock Option (right to buy)	\$ 37.76	Â	Â	Â	Â	Â	06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 53.34	Â	Â	Â	Â	Â	12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 51.17	Â	Â	Â	Â	Â	06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 55.72	Â	Â	Â	Â	Â	12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 59.77	Â	Â	Â	Â	Â	06/01/2014 ⁽¹⁾	06/01/2023	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 82.72	Â	Â	Â	Â	Â	12/16/2014 ⁽¹⁾	12/16/2023	Common Stock	9,250
Employee Stock Option (right to buy)	\$ 66.29	Â	Â	Â	Â	Â	06/01/2015 ⁽¹⁾	06/01/2024	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 80.32	Â	Â	Â	Â	Â	12/15/2015 ⁽¹⁾	12/15/2024	Common Stock	8,500
	\$ 91.93	Â	Â	Â	Â	Â	06/01/2016 ⁽¹⁾	06/01/2025		6,800

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 90.99 Â

Â

Â

Â

Â

12/14/2016⁽¹⁾

12/14/2025

Common
Stock

6,800

Employee
Stock
Option
(right to
buy)

\$ 98.25 Â

Â

Â

Â

Â

06/01/2017⁽¹⁾

06/01/2026

Common
Stock

5,000

Employee
Stock
Option
(right to
buy)

\$ 125.5 Â

Â

Â

Â

Â

12/12/2017⁽¹⁾

12/12/2026

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	Â X	Â	Â President, Winmark Capital	Â

Signatures

/s/ Steven C.
Zola

02/07/2017

__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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.