

MACKENZIE KIRK A

Form 4

November 14, 2018

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKENZIE KIRK 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)
605 HWY 169 N, SUITE 400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/14/2018		M		2,000	A	\$ 12.75
Common Stock					29,103	I	
							Kirk A MacKenzie Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Director Stock Option (right to buy)	\$ 12.75	11/14/2018		M	2,000	12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock
Non-Employee Directors Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽¹⁾ 06/01/2019	Common Stock
Nonemployee Director Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾ 12/10/2019	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽¹⁾ 06/01/2020	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽¹⁾ 12/14/2020	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽¹⁾ 06/01/2021	Common Stock
Nonemployee Director Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽¹⁾ 12/08/2021	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾ 06/01/2022	Common Stock

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Non-Employee Director Stock Option (right to buy)	\$ 55.72	12/13/2013 ⁽¹⁾	12/13/2022	Common Stock
Non-Employee Stock Option (right to buy)	\$ 59.77	06/01/2014 ⁽¹⁾	06/01/2023	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 82.72	12/16/2014 ⁽¹⁾	12/16/2023	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 66.29	06/01/2015 ⁽¹⁾	06/01/2024	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 80.32	12/15/2015 ⁽¹⁾	12/15/2024	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 91.93	06/01/2016 ⁽¹⁾	06/01/2025	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 90.99	12/14/2016 ⁽¹⁾	12/14/2025	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 98.25	06/01/2017 ⁽¹⁾	06/01/2026	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 125.5	12/12/2017 ⁽¹⁾	12/12/2026	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 122.5	06/01/2018 ⁽¹⁾	06/01/2027	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 134.25	12/11/2018 ⁽¹⁾	12/11/2027	Common Stock
Non-Employee Director Stock	\$ 143.2	06/01/2019 ⁽¹⁾	06/01/2028	Common Stock

Option (right to
own)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACKENZIE KIRK A 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441	X

Signatures

/s/ Anthony D. Ishaug on behalf of Kirk A.
MacKenzie

11/14/2018

____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.

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