

MACKENZIE KIRK A

Form 4

December 11, 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
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(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)
12/11/2018

☒ 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)
Common Stock				(A) or (D)	31,103	I	Kirk A MacKenzie Revocable Trust

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 the form
displays a currently valid OMB control
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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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Directors Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽¹⁾	06/01/2019	Common Stock	1,000,000
Nonemployee Director Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,000,000
Non-Employee Director Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	1,000,000
Non-Employee Director Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	1,000,000
Non-Employee Director Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	1,000,000
Nonemployee Director Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	1,000,000
Non-Employee Director Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	1,000,000
Non-Employee Director Stock Option (right to buy)	\$ 55.72					12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	1,000,000
	\$ 59.77					06/01/2014 ⁽¹⁾	06/01/2023		1,000,000

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Non-Employee Stock Option (right to buy)								Common Stock	
Non-Employee Director Stock Option (right to buy)	\$ 82.72				12/16/2014 ⁽¹⁾	12/16/2023		Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 66.29				06/01/2015 ⁽¹⁾	06/01/2024		Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 80.32				12/15/2015 ⁽¹⁾	12/15/2024		Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 91.93				06/01/2016 ⁽¹⁾	06/01/2025		Common Stock	8
Non-Employee Director Stock Option (right to buy)	\$ 90.99				12/14/2016 ⁽¹⁾	12/14/2025		Common Stock	8
Non-Employee Director Stock Option (right to buy)	\$ 98.25				06/01/2017 ⁽¹⁾	06/01/2026		Common Stock	8
Non-Employee Director Stock Option (right to buy)	\$ 125.5				12/12/2017 ⁽¹⁾	12/12/2026		Common Stock	8
Non-Employee Director Stock Option (right to buy)	\$ 122.5				06/01/2018 ⁽¹⁾	06/01/2027		Common Stock	8
Non-Employee Director Stock Option (right to buy)	\$ 134.25				12/11/2018 ⁽¹⁾	12/11/2027		Common Stock	8
Non-Employee Director Stock Option (right to own)	\$ 143.2				06/01/2019 ⁽¹⁾	06/01/2028		Common Stock	8
Non-Employee Director Stock	\$ 156	12/11/2018		A	800	12/11/2019 ⁽¹⁾	12/11/2028	Common Stock	8

Option (right to
buy)

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/ Kirk A.
MacKenzie 12/11/2018

____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.

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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