

HEFFES BRETT D
Form 4
December 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HEFFES BRETT D

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

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2018

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

(Street)

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)
				(A) or (D) Price			
Common Stock					120,400	D	
Common Stock					1,300	I	By Son

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

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾	06/01/2022	Common Stock
Employee Stock Option (right to buy)	\$ 55.72					12/13/2013 ⁽¹⁾	12/13/2022	Common Stock
Employee Stock Option (right to buy)	\$ 59.77					06/01/2014 ⁽¹⁾	06/01/2023	Common Stock
Employee Stock Option (right to buy)	\$ 82.72					12/16/2014 ⁽¹⁾	12/16/2023	Common Stock
Employee Stock Option (right to buy)	\$ 66.29					06/01/2015 ⁽¹⁾	06/01/2024	Common Stock
Employee Stock Option (right to buy)	\$ 80.32					12/15/2015 ⁽¹⁾	12/15/2024	Common Stock
Employee Stock	\$ 91.93					06/01/2016 ⁽¹⁾	06/01/2025	Common Stock

Option (right to buy)								
Employee Stock Option (right to buy)	\$ 90.99					12/14/2016 ⁽¹⁾	12/14/2025	Common Stock
Employee Stock Option (right to buy)	\$ 98.25					06/01/2017 ⁽¹⁾	06/01/2026	Common Stock
Employee Stock Option (right to buy)	\$ 125.5					12/12/2017 ⁽¹⁾	12/12/2026	Common Stock
Employee Stock Option (right to buy)	\$ 122.5					06/01/2018 ⁽¹⁾	06/01/2027	Common Stock
Employee Stock Option (right to buy)	\$ 134.25					12/11/2018 ⁽¹⁾	12/11/2027	Common Stock
Employee Stock Option (right to buy)	\$ 143.2					06/01/2019 ⁽¹⁾	06/01/2028	Common Stock
Employee Stock Option (right to buy)	\$ 156	12/11/2018		A	5,000	12/11/2019 ⁽¹⁾	12/11/2028	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEFFES BRETT D 605 HWY 169 N	X		CEO	

SUITE 400
MINNEAPOLIS, MN 55441

Signatures

/s/ Brett D.

12/11/2018

Heffes

 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.

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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