

GRASSLE JENELE C
Form 4
August 23, 2017

FORM 4

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

OMB APPROVAL

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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 *
GRASSLE JENELE C

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)
08/21/2017

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

MINNEAPOLIS, MN 55441

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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/21/2017		M		2,000 A \$ 12.75	8,500	D
Common Stock	08/21/2017		S		425 ⁽²⁾ D \$ 129.74	8,075	D
Common Stock	08/21/2017		S		200 D \$ 130.81	7,875	D
Common Stock	08/22/2017		S		825 ⁽³⁾ D \$ 129.23	7,050	D
Common Stock	08/22/2017		S		500 ⁽⁴⁾ D \$ 130.36	6,550	D
	08/23/2017		S		125 ⁽⁵⁾ D	6,425	D

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Common Stock					\$			
					127.44			
Common Stock	08/23/2017		\$	925 ⁽⁶⁾	D	\$	5,500	D
						128.13		

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Director Stock Option (right to buy)	\$ 12.75	08/21/2017		M	2,000	12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock
Non-Employee Director 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
	\$ 37.76					06/01/2012 ⁽¹⁾ 06/01/2021	

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Non-Employee Director Stock Option (right to buy)					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
Non-Employee Director Stock Option (right to buy)	\$ 55.72		12/13/2013 ⁽¹⁾	12/13/2022	Common Stock
Non-Employee Director 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
	\$ 125.5		12/12/2017 ⁽¹⁾	12/12/2026	

Non-Employee
Director Stock
Option (right to
buy)

Common
Stock

Non-Employee
Director Stock \$ 122.5
Option (right to
buy)

06/01/2018⁽¹⁾ 06/01/2027

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRASSLE JENELE C 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441	X			

Signatures

/s/ Jenele C.
Grassle

08/23/2017

 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 four years.
- (2) 425 shares sold at an average price of \$129.74, with a range of \$129.40 to \$130.00.
- (3) 825 shares sold at an average price of \$129.23, with a range of \$128.96 to \$129.58.
- (4) 500 shares sold at an average price of \$130.36, with a range of \$130.00 to \$130.80.
- (5) 125 shares sold at an average price of \$127.44, with a range of \$127.42 to \$127.48.
- (6) 925 shares sold at an average price of \$128.13, with a range of \$127.53 to \$128.53.

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