

Goff Leah A
 Form 4
 January 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Goff Leah A

(Last) (First) (Middle)

605 HIGHWAY 169 N, SUITE 400

(Street)

MINNEAPOLIS, MN 55441

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WINMARK CORP [WINA]

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2012

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)

VP of Human Resources

6. Individual or Joint/Group Filing (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)	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	01/25/2012		M		2,500 A \$ 20.46	2,500	D
Common Stock	01/25/2012		M		2,450 A \$ 20.32	4,950	D
Common Stock	01/25/2012		M		2,500 A \$ 20.96	7,450	D
Common Stock	01/25/2012		S		4,400 (2) D \$ 64.23 (2)	3,050	D

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.46	01/25/2012		M	2,500	12/13/2006 ⁽¹⁾ 12/13/2015	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 20.32	01/25/2012		M	2,450	12/14/2007 ⁽¹⁾ 12/14/2016	Common Stock	2,450
Employee Stock Option (right to buy)	\$ 20.96	01/25/2012		M	2,500	12/13/2008 ⁽¹⁾ 12/13/2017	common stock	2,500
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 ⁽¹⁾ 08/13/2018	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽¹⁾ 12/11/2018	Common Stock	1,250
Employee Stock Option	\$ 13.01					06/01/2010 ⁽¹⁾ 06/01/2019	Common Stock	1,250

(right to buy)					
Employee Stock Option (right to buy)	\$ 22.15	12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,750
Employee Stock Option (right to buy)	\$ 31.19	06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 32.92	12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 37.76	06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 53.34	12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Leah A 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Human Resources	

Signatures

/s/ Leah A. Goff 01/26/2012
 **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

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- (2) 4,400 shares sold at an average price of \$64.23, with a range of \$63.76 - \$64.65, to cover payment of exercise price of and taxes due on option exercises included on this Form 4.

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.