Zola Steven C
Form 4
August 17, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zola Steven C

(Last) (First) (Middle)

605 HWY 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)
08/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Winmark Capital

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2018		M		4,000	A	$ 12.75	6,003	D	
Common Stock	08/15/2018		S		2,524	D	$ 147.5	3,479	D	
Common Stock	08/16/2018		M		1,786	A	$ 12.75	5,265	D	
Common Stock	08/16/2018		M		2,306	A	$ 13.01	7,571	D	
Common Stock	08/16/2018		S		3,500	D	$ 148.48 (2)	4,071	D	

Common Stock	08/17/2018		M		1,500	A	$ 13.01	5,571	D	
Common Stock	08/17/2018		S		1,230	D	$ 148.47 (5)	4,341	D	
Common Stock	07/13/2018		G	V	600	D	$ 0	57,636	I	by Zola Livng Trust
Common Stock								800	I	Child 1

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

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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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (right to buy)	$ 12.75	08/15/2018 (3)		M			5,786	12/11/2009 (1)	12/11/2018	Common Stock	5,786
Employee Stock Option (right to buy)	$ 13.01	08/16/2018 (4)		M			3,806	06/01/2010 (1)	06/01/2019	Common Stock	7,306
Employee Stock Option (right to buy)	$ 22.15							12/10/2010 (1)	12/10/2019	Common Stock	7,500

Employee Stock Option (right to buy)	$ 31.19	06/01/2011(1)	06/01/2020	Common Stock	7,113
Employee Stock Option (right to buy)	$ 32.92	12/14/2011(1)	12/14/2020	Common Stock	8,581
Employee Stock Option (right to buy)	$ 37.76	06/01/2012(1)	06/01/2021	Common Stock	6,937
Employee Stock Option (right to buy)	$ 53.34	12/08/2012(1)	12/08/2021	Common Stock	9,013
Employee Stock Option (right to buy)	$ 51.17	06/01/2013(1)	06/01/2022	Common Stock	7,296
Employee Stock Option (right to buy)	$ 55.72	12/13/2013(1)	12/13/2022	Common Stock	9,250
Employee Stock Option (right to buy)	$ 59.77	06/01/2014(1)	06/01/2023	Common Stock	7,577
Employee Stock Option (right to buy)	$ 82.72	12/16/2014(1)	12/16/2023	Common Stock	9,250
Employee Stock Option (right to buy)	$ 66.29	06/01/2015(1)	06/01/2024	Common Stock	8,500
	$ 80.32	12/15/2015(1)	12/15/2024		8,500

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	$ 91.93	06/01/2016 [(1)]	06/01/2025	Common Stock	6,800
Employee Stock Option (right to buy)	$ 90.99	12/14/2016 [(1)]	12/14/2025	Common Stock	6,800
Employee Stock Option (right to buy)	$ 98.25	06/01/2017 [(1)]	06/01/2026	Common Stock	5,000
Employee Stock Option (right to buy)	$ 125.5	12/12/2017 [(1)]	12/12/2026	Common Stock	5,000
Employee Stock Option (right to buy)	$ 122.5	06/01/2018 [(1)]	06/01/2027	Common Stock	5,000
Employee Stock Option (right to buy)	$ 134.25	12/11/2018 [(1)]	12/11/2027	Common Stock	5,000
Employee Stock Option (right to buy)	$ 143.2	06/01/2019 [(1)]	06/01/2028	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	**Relationships**			
	Director	10% Owner	Officer	Other

Zola Steven C 605 HWY 169 N SUITE 400 MINNEAPOLIS, MN 55441	X	President, Winmark Capital

Signatures

/s/ Steven C. Zola	08/17/2018
**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 4 years
- **(2)** 3,500 shares sold at an average price of $148.48, with a range of $148.00 to $149.00, to cover payment of a portion of the taxes due on option exercise included on this Form 4.
- **(3)** 4,000 shares exercised on 8/15/18 and 1,786 shares exercised on 8/16/18 as noted in Table 1.
- **(4)** 2,306 shares exercised on 8/16/18 and 1,500 shares exercised on 8/17/18 as noted in Table 1.
- **(5)** 1,230 shares sold at an average price of $148.47, with a range of $148.00 to $148.55, to cover payment of a portion of the taxes due on option exercise 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.

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