MURPHY STEVEN
Form 4
January 07, 2010

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURPHY STEVEN

(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)
01/04/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President of Franchising

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	01/04/2010		M		15,000	A	$ 10.52	27,102	D	
Common Stock								50	I	By Son 1
Common Stock								50	I	By Son 2

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

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SEC 1474 (9-02)

number.

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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	$ 10.52	01/04/2010		M			15,000	12/19/2002[(1)]	12/19/2011	Common Stock	15,0
Employee Stock Option (right to buy)	$ 10							12/18/2003[(1)]	12/18/2012	Common Stock	10,0
Employee Stock Option (right to buy)	$ 18.25							12/16/2004[(1)]	12/16/2013	Common Stock	10,0
Employee Stock Option	$ 26.05							12/09/2005[(1)]	12/09/2014	Common Stock	10,0
Employee Stock Option (right to buy)	$ 20.46							12/13/2006[(1)]	12/13/2015	Common Stock	10,0
Employee Stock Option (right to buy)	$ 20.32							12/14/2007[(1)]	12/14/2016	Common Stock	19,5
Employee Stock Option (right to	$ 20.96							12/13/2008[(1)]	12/13/2017	common stock	22,5

buy)						
Employee Stock Option (right to buy)	$ 16.52		08/13/2009(1)	08/13/2018	Common Stock	11,2
Employee Stock Option (right to buy)	$ 12.75		12/11/2009(1)	12/11/2018	Common Stock	16,0
Employee Stock Option (right to buy)	$ 13.01		06/01/2010(1)	06/01/2019	Common Stock	10,0
Employee Stock Option (right to buy)	$ 22.15		12/10/2010(1)	12/10/2019	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY STEVEN 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			President of Franchising	

Signatures

/s/ Steven A. Murphy	01/07/2010
**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

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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