

Phillips Dean B
Form 4
December 13, 2012

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 *
Phillips Dean B

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)

25 MAIN STREET SE

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2012

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

(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 55414

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 7,000 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Nonemployee Director Stock Option (right to buy) | \$ 17.53 | | | | | 05/02/2008 ⁽¹⁾ | 05/02/2013 | Common Stock |
| Nonemployee Director Stock Option (right to buy) | \$ 20.96 | | | | | 12/13/2008 ⁽¹⁾ | 12/13/2013 | Common Stock |
| Nonemployee Director Stock Option (right to buy) | \$ 12.75 | | | | | 12/11/2009 ⁽²⁾ | 12/11/2018 | Common Stock |
| Non-Employee Director Stock Option (right to buy) | \$ 13.01 | | | | | 06/01/2010 ⁽²⁾ | 06/01/2019 | Common Stock |
| Nonemployee Director Stock Option (right to buy) | \$ 22.15 | | | | | 12/10/2010 ⁽²⁾ | 12/10/2019 | Common Stock |
| Non-Employee Director Stock Option (right to buy) | \$ 31.19 | | | | | 06/01/2011 ⁽²⁾ | 06/01/2020 | Common Stock |
| Non-Employee Director Stock Option (right to buy) | \$ 32.92 | | | | | 12/14/2011 ⁽²⁾ | 12/14/2020 | Common Stock |
| Non-Employee Director Stock Option (right to buy) | \$ 37.76 | | | | | 06/01/2012 ⁽²⁾ | 06/01/2021 | Common Stock |
| Nonemployee Director Stock Option (right to buy) | \$ 53.34 | | | | | 12/08/2012 ⁽²⁾ | 12/08/2021 | Common Stock |

buy)

| | | | | | | | | |
|--|----------|--|--|--|--|---------------------------|------------|-----------------|
| Non-Employee Director Stock Option (right to buy) | \$ 51.17 | | | | | 06/01/2013 ⁽²⁾ | 06/01/2022 | Common Stock |
|--|----------|--|--|--|--|---------------------------|------------|-----------------|

| | | | | | | | | |
|--|----------|------------|--|---|-------|---------------------------|------------|-----------------|
| Non-Employee Director Stock Option (right to buy) | \$ 55.72 | 12/13/2012 | | A | 1,000 | 12/13/2013 ⁽²⁾ | 12/13/2022 | Common Stock |
|--|----------|------------|--|---|-------|---------------------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Phillips Dean B 25 MAIN STREET SE MINNEAPOLIS, MN 55414 | X | | | |

Signatures

| | |
|-------------------------|------------|
| /s/ Dean B. Phillips | 12/13/2012 |
|-------------------------|------------|

| | |
|------------------------------------|------|
| **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) 20% per year for five years.

(2) 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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