

WINMARK CORP  
Form 4  
November 14, 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 \*  
**MACKENZIE KIRK 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)  
**11/14/2012**

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/14/2012		M	V Amount (A) or (D) Price \$ 20.32	71,000	D	
Common Stock					102,000	I	Kirk A MacKenzie Revocable Trust

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option (right to buy)	\$ 20.32	11/14/2012		M	2,000	12/14/2007 <sup>(1)</sup>	12/14/2012	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 20.96					12/13/2008 <sup>(1)</sup>	12/13/2013	common stock
Non-Employee Director Stock Option (right to buy)	\$ 12.75					12/11/2009 <sup>(2)</sup>	12/11/2018	Common Stock
Non-Employee Directors Stock Option (right to buy)	\$ 13.01					06/01/2010 <sup>(2)</sup>	06/01/2019	Common Stock
Nonemployee Director Stock Option (right to buy)	\$ 22.15					12/10/2010 <sup>(2)</sup>	12/10/2019	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 31.19					06/01/2011 <sup>(2)</sup>	06/01/2020	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 32.92					12/14/2011 <sup>(2)</sup>	12/14/2020	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 37.76					06/01/2012 <sup>(2)</sup>	06/01/2021	Common Stock
	\$ 53.34					12/08/2012 <sup>(2)</sup>	12/08/2021	

Nonemployee  
Director Stock  
Option (right to  
buy)

Common  
Stock

Non-Employee  
Director Stock  
Option (right to  
buy)

\$ 51.17      06/01/2012      A      1,000      06/01/2013<sup>(2)</sup>      06/01/2022

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKENZIE KIRK A 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441		X		

## Signatures

/s/ Kirk A.  
MacKenzie      11/14/2012

\_\_\_\_\_  
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. 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.