WINMARK CORP Form 4 March 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31, Expires:

2005 Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad MURPHY S		orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			WINMARK CORP [WINA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
4200 DAHLBERG DRIVE SUITE 100			03/01/2006	_X_ Officer (give title Other (specify		
				below) below) VP of Franchise Mgmt		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
GOLDEN VALLEY, MN 55422				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	anired. Disposed of, or Repeticially Owner		

		Tubbe 1 1011 Berli unite Securities required, Bisposed of, or Berlindary								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A)	or	Securities	Form: Direct	Indirect		
(Instr. 3)	•	any	Code	Disposed of	(D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year) (In			d 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
						Reported				
				(A		Transaction(s)				
			~	0		(Instr. 3 and 4)				
			Code V	Amount (D) Price	· ·				
Common Stock	03/01/2006		A	4,000 A	\$ 7.2	4,677	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Edgar Filing: WINMARK CORP - Form 4

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. Transa Code (Instr. 3		Second Acquire (A) Disp (D)	urities uired or posed of tr. 3, 4,	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	Amoun or Number of Share
Employee Stock Option (right to buy)	\$ 7.2	03/01/2006		M			4,000	09/06/2002(1)	09/06/2011	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 10.52							12/19/2002(1)	12/19/2011	Common Stock	15,00
Employee Stock Option (right to buy)	\$ 10							12/18/2003(1)	12/18/2012	Common Stock	10,00
Employee Stock Option (right to buy)	\$ 18.25							12/16/2004(1)	12/16/2013	Common Stock	10,00
Employee Stock Option	\$ 26.05							12/09/2005(1)	12/09/2014	Common Stock	10,00
Employee Stock Option (right to buy)	\$ 20.46							12/13/2006(1)	12/13/2015	Common Stock	10,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MURPHY STEVEN			VP of Franchise Mgmt					
4200 DAHLBERG DRIVE SUITE 100								

Reporting Owners 2

GOLDEN VALLEY, MN 55422

Signatures

/s/ Steven A. 03/01/2006 Murphy

**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 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. 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.

Signatures 3