

WINMARK CORP  
Form 4  
December 12, 2008

**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 \*  
**WILSON MARK L**

(Last) (First) (Middle)  
220 S 6TH STREET SUITE 1800  
(Street)

MINNEAPOLIS, MN 55402-4503

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WINMARK CORP [WINA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/11/2008

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	27,500	D	

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option (right to buy)	\$ 24					06/28/2005 <sup>(1)</sup>	06/28/2010	Common Stock
Non-Employee Stock Option (right to buy)	\$ 26.05					12/09/2005 <sup>(1)</sup>	12/09/2010	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 20.46					12/13/2006 <sup>(1)</sup>	12/13/2011	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 20.32					12/14/2007 <sup>(1)</sup>	12/14/2012	Common Stock
Nonemployee Director Stock Option (right to buy)	\$ 20.96					12/13/2008 <sup>(1)</sup>	12/13/2013	common stock
Employee Director Stock Option (right to buy)	\$ 12.75	12/11/2008		A	2,000	12/11/2009 <sup>(2)</sup>	12/11/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON MARK L 220 S 6TH STREET SUITE 1800 MINNEAPOLIS, MN 55402-4503	X			

## Signatures

/s/ Catherine P. Heaven, Power of Attorney on behalf of Mark L.  
Wilson

12/12/2008

\_\_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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