

WINMARK CORP  
 Form 5/A  
 February 14, 2006

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**OLSON RONALD G**  
  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**1630 NORTH RIDGE DRIVE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2005**

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

**WAYZATA, MN 55391**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/09/2006**

6. Individual or Joint/Group Reporting (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/09/2005	^	G	17,730	D	\$ 0	1,001,713	D	^
Common Stock	04/13/2005	^	G	10,900	D	\$ 0	990,813	D	^
Common Stock	^	^	^	^	^	^	1,500	I	By wife
Common Stock	11/22/2005	^	S4	5,000	D	\$ 21	40,800	I	By trustee

