

Hovey Merry Beth
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 *
Hovey Merry Beth

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)
605 HIGHWAY 169 N, SUITE 400

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Marketing

(Street)
MINNEAPOLIS, MN 55441

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

(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	3,199	D	

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 16.52					08/13/2009 ⁽¹⁾	08/13/2018	Common Stock	313
Employee Stock Option (right to buy)	\$ 12.75					12/11/2009 ⁽¹⁾	12/11/2018	Common Stock	313
Employee Stock Option (right to buy)	\$ 13.01					06/01/2010 ⁽¹⁾	06/01/2019	Common Stock	625
Employee Stock Option (right to buy)	\$ 22.15					12/10/2010 ⁽¹⁾	12/10/2019	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 31.19					06/01/2011 ⁽¹⁾	06/01/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 32.92					12/14/2011 ⁽¹⁾	12/14/2020	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 37.76					06/01/2012 ⁽¹⁾	06/01/2021	Common Stock	1,250

Employee Stock Option (right to buy)	\$ 53.34					12/08/2012 ⁽¹⁾	12/08/2021	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 51.17					06/01/2013 ⁽¹⁾	06/01/2022	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 55.72	12/13/2012	A	1,250		12/13/2013 ⁽¹⁾	12/13/2022	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hovey Merry Beth 605 HIGHWAY 169 N SUITE 400 MINNEAPOLIS, MN 55441			VP of Marketing	

Signatures

/s/ Merry Beth
Hovey

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) 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.