

WINMARK CORP
Form 5
February 13, 2008

FORM 5

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

OMB APPROVAL

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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 *
Zola Steven C

(Last) (First) (Middle)

4200 DAHLBERG DRIVE SUITE
100

(Street)

MINNEAPOLIS, MN 55422

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/29/2007

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)
President, Winmark Capital

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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	9,641	I	By Zola Living Trust
Common Stock	Â	Â	Â	Â	Â	Â	500	I	Child 1
Common Stock	Â	Â	Â	Â	Â	Â	500	I	Child 2

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

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(9-02)

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 Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-Qualified Stock Option Plan (right to buy)	\$ 25.99	Â	Â	Â	Â Â	01/13/2006 ⁽¹⁾ 01/13/2015	Common Stock 1,
Employee Stock Option Plan (right to buy)	\$ 20.46	Â	Â	Â	Â Â	12/13/2006 ⁽²⁾ 12/13/2015	Common Stock 20
Employee Stock Option Plan (right to buy)	\$ 20.32	Â	Â	Â	Â Â	12/14/2007 ⁽²⁾ 12/14/2016	Common Stock 19
Employee Stock Option Plan (right to buy)	\$ 20.96	Â	Â	Â	Â Â	12/13/2008 ⁽²⁾ 12/13/2017	Common Stock 22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zola Steven C 4200 DAHLBERG DRIVE SUITE 100 MINNEAPOLIS, MN 55422	Â	Â	Â President, Winmark Capital	Â

Signatures

/s/ Steven C.
Zola

02/13/2008

__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 5 years
 - (2) 25% per year for 4 years

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.