

JOHNSON OUTDOORS INC
Form 4
September 06, 2005

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 *
JOHNSON LEIPOLD HELEN P

2. Issuer Name and Ticker or Trading Symbol
JOHNSON OUTDOORS INC
[JOUT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

C/O J/K MANAGEMENT SERVICES, INC., 555 MAIN STREET

(Street)

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

RACINE, WI 53403

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 09/02/2005 | | J ⁽¹⁾ | 15,299 | A | \$ 16.79 | 605,287 I As settlor ⁽²⁾ |
| Class A Common Stock | | | | | | 45,668 | D |
| Class A Common Stock | | | | | | 100,000 | I As shareholder ⁽³⁾ |

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| | | | |
|----------------------------|---------|---|-----------------------------------|
| Class A Common Stock | 114,464 | I | As trustee ⁽⁴⁾ |
| Class A Common Stock | 488,367 | I | As trustee ⁽⁵⁾ |
| Class A Common Stock | 4,129 | I | By Savings Plan ⁽⁶⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Class A Common Stock | 18,012 |
| Phantom Shares | \$ 0 ⁽⁸⁾ | | | | | ⁽⁸⁾ ⁽⁸⁾ | Class A Common Stock | 13,855 |
| Option (right to buy) | \$ 8.13 | | | | | ⁽⁹⁾ 03/09/2009 | Class A Common Stock | 85,000 |
| Option (right to buy) | \$ 7.63 | | | | | ⁽⁹⁾ 12/13/2009 | Class A Common Stock | 30,000 |
| Option (right to buy) | \$ 5.31 | | | | | ⁽⁹⁾ 12/11/2010 | Class A Common Stock | 30,000 |

| | | | | | |
|-----------------------------|----------|------|------------|----------------------------|-----------|
| Option (right to buy) | \$ 7.42 | (10) | 12/13/2011 | Class A Common Stock | 30,000 |
| Class B Common Stock | \$ 0 (7) | (7) | (7) | Class A Common Stock | 820,536 |
| Class B Common Stock | \$ 0 (7) | (7) | (7) | Class A Common Stock | 125,408 |
| Class B Common Stock | \$ 0 (7) | (7) | (7) | Class A Common Stock | 1,037,330 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON LEIPOLD HELEN P C/O J/K MANAGEMENT SERVICES, INC. 555 MAIN STREET RACINE, WI 53403 | X | X | Chairman of the Board & CEO | |

Signatures

/s/ Helen P.

Johnson-Leipold 09/06/2005

**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) The Helen Johnson-Leipold Third Party Gift and Inheritance Trust (the "Gift Trust") received these shares in a distribution upon the liquidation of a corporation in which Ms. Johnson-Leipold was a shareholder. The corporation purchased these shares at the closing price of Johnson Outdoors on September 1, 2005.
- (2) Helen P. Johnson-Leipold reports these shares as settlor and beneficiary of the Gift Trust.
- (3) As controlling shareholder of Johnson Financial Group ("JFG"), the parent corporation of the trustee of the trust which beneficially owns the reported shares. Ms. Johnson-Leipold disclaims beneficial ownership in all shares held by JFG in which she does not have a pecuniary interest.
- (4) As trustee of the Samuel C. Johnson Family Trust (the "Family Trust"), which beneficially owns the shares as the controlling shareholder of a corporation. Ms. Johnson-Leipold disclaims beneficial ownership in all shares held by the Family Trust in which she does not have a pecuniary interest.
- (5) Ms. Johnson-Leipold reports these shares (a) as controlling shareholder of parent corporation of Johnson Bank, the trustee of certain trusts which directly, or indirectly as shareholders of certain corporations and as general partners of certain limited partnerships, beneficially own reported shares; (b) as a shareholder of a corporation and a general partner of a limited partnership, which indirectly owns reported shares; or (c) as settlor and beneficiary of the Helen Johnson-Leipold Revocable Trust (the "Trust"), which beneficially owns reported shares directly or indirectly as a shareholder of certain corporations and as the general partner of certain limited partnerships (collectively, the "Controlling Entities"). Ms. Johnson-Leipold reports all shares held by certain corporations of which the Trust or the other trusts referenced above may be deemed to be a controlling shareholder. In addition, Ms. Johnson-Leipold reports all shares held by certain limited partnerships of which the Trust or such other trusts is a general partner. Due to the nature of such limited

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partnerships, it is impractical to determine the Trust's or such other trusts' proportionate interest (as defined by Rule 16a-1(a)(2)(ii)(B)) in such limited partnerships. Ms. Johnson-Leipold disclaims beneficial ownership in all shares held by the Controlling Entities in which she does not have a pecuniary interest.

- (6) Reflects shares held by the Johnson Outdoors 401(k) Retirement and Savings Plan over which Ms. Johnson-Leipold has sole voting power.
- (7) Class B Common Stock is convertible at any time on a one-share-for-one share basis into Class A Common Stock.
Phantom shares vest and are settled in cash on the third anniversary of their grant date, assuming the market price of the stock is within a prescribed range on such date. In the event the phantom shares do not vest on this date, their vesting is subject to a one year extension in the event certain performance criteria are met.
- (8) Fully vested.
- (9) One-third of option becomes exercisable on each successive anniversary of its December 13, 2001 grant date.
As trustee of the Family Trust, which beneficially owns the reported shares indirectly as the controlling shareholder of a corporation which beneficially owns the shares as a unit holder in the Johnson Outdoors Inc. Class B Common Stock Voting Trust. Ms. Johnson-Leipold disclaims beneficial ownership in all shares held by the Family Trust in which she does not have a pecuniary interest.
- (10) The reported shares are held by the Johnson Outdoors Inc. Class B Common Stock Voting Trust ("Voting Trust"), of which Ms. Johnson-Leipold is trustee. The total reflected includes 11,762 shares held by the Gift Trust and 820,536 held by the Samuel C. Johnson Family Trust. Ms. Johnson-Leipold disclaims beneficial ownership in all shares held by the family Trust in which she does not have a pecuniary interest.
- (11) Ms. Johnson-Leipold disclaims beneficial ownership in all shares held by the family Trust in which she does not have a pecuniary interest.
- (12)

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.