

WINNEBAGO INDUSTRIES INC
Form 4
October 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Potts Randy J

(Last) (First) (Middle)

WINNEBAGO INDUSTRIES, INC., P.O. BOX 152

(Street)

FOREST CITY, IA 50436

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WINNEBAGO INDUSTRIES INC [WGO]

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2014

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)
Chrmn, CEO & President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock, \$.50 par value | 10/14/2014 | | A | | 11,855 ⁽¹⁾ | A | \$ 0 76,799 |
| Common Stock, \$.50 par value | 10/14/2014 | | F | | 6,041 | D | \$ 21.36 70,758 |
| Common Stock, \$.50 par value | 10/14/2014 | | A | | 6,391 ⁽²⁾ | A | \$ 0 77,149 |
| Common Stock, \$.50 par value | 10/14/2014 | | F | | 3,257 | D | \$ 73,892 |

Stock, \$.50
par value 21.36

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Potts Randy J WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436 | X | | Chrmn, CEO & President | |

Signatures

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. under Power of Attorney 10/16/2014

__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) Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Incentive Compensation Plan for Fiscal Year 2014.
- (2) Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Long-Term Incentive Plan for Fiscal Three-Year Period 2012, 2013 and 2014.

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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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