

WINNEBAGO INDUSTRIES INC

Form 4

October 14, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nielsen Sarah N

(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]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

10/12/2015

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

VP and Chief Financial Officer

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$.50<br>par value   | 10/12/2015                              |                                                             | F                                       | 1,529<br>(1)                                                        | D \$<br>19.85                                                                                                      | 36,627                                                               | D                                                                 |
| Common<br>Stock, \$.50<br>par value   | 10/13/2015                              |                                                             | A                                       | 15,000<br>(2)                                                       | A \$ 0                                                                                                             | 51,627                                                               | D                                                                 |
| Common<br>Stock, \$.50<br>par value   | 10/13/2015                              |                                                             | A                                       | 4,112<br>(3)                                                        | A \$<br>19.85                                                                                                      | 55,739                                                               | D                                                                 |
| Common                                | 10/13/2015                              |                                                             | F                                       | 1,372                                                               | D \$                                                                                                               | 54,367                                                               | D                                                                 |

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|                                                |   |              |   |             |        |   |
|------------------------------------------------|---|--------------|---|-------------|--------|---|
| Stock, \$.50<br>par value                      |   |              |   |             | 19.85  |   |
| Common<br>Stock, \$.50 10/13/2015<br>par value | A | 1,489<br>(4) | A | \$<br>19.85 | 55,856 | D |
| Common<br>Stock, \$.50 10/13/2015<br>par value | F | 497          | D | \$<br>19.85 | 55,359 | D |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| Nielsen Sarah N<br>WINNEBAGO INDUSTRIES, INC.<br>P.O. BOX 152<br>FOREST CITY, IA 50436 | VP and Chief Financial Officer   |

## Signatures

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. under Power of Attorney 10/14/2015

\*\*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).

- Upon the annual incremental vesting of a restricted stock award granted 10/10/2012 under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan, which is a Section 16(b) plan, the reporting person exercised their option to have a portion of such vested shares, equal in value to the tax amount calculated based upon the value of such shares on the vesting date, to be withheld by the Company in order to meet reporting person's tax obligation incurred upon the vesting of such restricted stock award.
- (1)
- (2) Granted 10/13/2015 under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Compensation Plan. Restricted shares vest in annual increments of one-third beginning 10/13/2016.
- (3) Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Long-Term Incentive Plan for Fiscal Three-Year Period 2013, 2014, and 2015.
- (4) Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Incentive Compensation Plan for Fiscal Year 2015.

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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