

WINNEBAGO INDUSTRIES INC

Form 4

October 19, 2015

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

OMB APPROVAL

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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 *
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]3. Date of Earliest Transaction
(Month/Day/Year)
10/15/20154. 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)
VP and Chief Financial Officer6. 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)
Common Stock, \$.50 par value	10/15/2015		F	849 ⁽¹⁾ D	\$ 19.28	54,510	D
Common Stock, \$.50 par value	10/16/2015		F	680 ⁽²⁾ D	\$ 20.03	53,830	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)

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. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. under Power of Attorney 10/19/2015

**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 10/15/2014 under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Compensation Plan, which is a Section 16(b) plan, the reporting person exercised their option

(1) 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.

Upon the annual incremental vesting of a restricted stock award granted 10/16/2013 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.

(2)

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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