

WINNEBAGO INDUSTRIES INC
 Form 4
 October 14, 2015

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 *
 Folkers Scott C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/12/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP-General Counsel & Secretary

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

(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

FOREST CITY, IA 50436

(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 | | |
| Common Stock, \$.50 par value | 10/12/2015 | | F | 1,529 (1) | D \$ 19.85 | 17,757 | D |
| Common Stock, \$.50 par value | 10/13/2015 | | A | 15,000 (2) | A \$ 0 | 32,757 | D |
| Common Stock, \$.50 par value | 10/13/2015 | | A | 3,762 (3) | A \$ 19.85 | 36,519 | D |
| Common Stock, \$.50 par value | 10/13/2015 | | F | 1,917 | D \$ | 34,602 | D |

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| | | | | | | | |
|-------------------------------------|------------|--|---|--------------|-------|-------------|----------|
| Stock, \$.50 par value | | | | | 19.85 | | |
| Common Stock, \$.50 par value | 10/13/2015 | | A | 1,313 (4) | A | \$ 19.85 | 35,915 D |
| Common Stock, \$.50 par value | 10/13/2015 | | F | 669 | D | \$ 19.85 | 35,246 D |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Folkers Scott C WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436 | | | VP-General Counsel & Secretary | |

Signatures

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. 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 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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