SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Bhattacharya Ashis Nayan	×	2. Issuer Name and Ticker or Trading Symbol <u>WINNEBAGO INDUSTRIES INC</u> [WGO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify
(Last) (First) 13200 PIONEER TRAIL	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/11/2022	X Onicer (give true Other (specify below) below) SVP-BUSINESS DEVELOPMENT
	55347 (Zip)	4. If Amendment, Date of 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock, \$.50 par value	10/11/2022		A		3,424(1)	A	\$0	26,947 ⁽²⁾	D	
Common Stock, \$.50 par value	10/11/2022		A		8,828	A	\$56.09	35,775	D	
Common Stock, \$.50 par value	10/11/2022		F		2,505	D	\$56.09	33,270	D	

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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/h	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$56.09	10/11/2022		A		3,438		(3)	10/11/2032	Common Stock	3,438	\$56.09	3,438	D	

Explanation of Responses:

1. Granted 10/11/2022 under the Winnebago Industries, Inc. 2019 Omnibus Incentive Plan. Restricted stock units vest in annual increments of one-third beginning on 10/11/2023.

2. Reflects 187 shares acquired through the Winnebago Industries, Inc. Employee Stock Purchase Program.

3. Stock options vest in annual increments of one-third beginning of 10/11/2023.

/s/ Stacy L. Bogart, SVP,

10/13/2022 General Counsel and Secretary

** Signature of Reporting Person Date

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

 * 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).

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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