SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bi	urden
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				01 00					1040						
1. Name and Address of Reporting Person [*] BOWER HUW				2. Issuer Name and Ticker or Trading Symbol <u>WINNEBAGO INDUSTRIES INC</u> [WGO]							ationship of Reportin < all applicable) Director Officer (give title	10% C Other			
(Last) (First) (Middle) WINNEBAGO INDUSTRIES, INC.			3. Date of Earliest Transaction (Month/Day/Year) 10/12/2023							X Onicer (give title Other (specify below) below) PRESIDENT, WINNEBAGO OUTDOORS					
13200 PIONEER TRAIL				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)				
										X	Form filed by On	e Reporting Per	son		
(Street) EDEN MN 55347											Form filed by More than One Reporting Person				
PRAIRIE PRAIRIE				Rule 10b5-1(c) Transaction Indication											
(City)	(State)	(Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or writ satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								en plan that is int	ended to		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day			/Year) Execution Date, if any		Transaction		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)		(

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

F

498⁽¹⁾

D

\$57.18

44,129

D

(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/Y	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)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Common Stock, \$.50 par value

1. Upon the annual incremental vesting of a restricted stock unit award granted 10/12/2022 under the Winnebago Industries, Inc. 2019 Omnibus Equity, Performance Awards, and Incentive Compensation Plan, which is a Section 1 6(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 the reporting person's tax obligation incurred upon the vesting of such restricted stock unit award.

 /s/ Stacy L. Bogart, SVP,

 General Counsel and
 10/1

 Secretary, Attorney-in-Fact

 ** Signature of Reporting Person
 Date

10/13/2023

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).

10/12/2023

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.