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

OMB APPROVAI

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	OMB Number:	3235-0287								
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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

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1. Name and Address of Reporting Person* <u>Hughes Bryan L</u> (Last) (First) (Middle)				2. Issuer Name and Ticker or Trading Symbol <u>WINNEBAGO INDUSTRIES INC</u> [WGO] 3. Date of Earliest Transaction (Month/Day/Year) 10/13/2023							ationship of Reporti k all applicable) Director Officer (give title below) /P & CHIEF FIN	10% C Other below	Owner (specify)		
WINNEBAGO INDUSTRIES, INC. 13200 PIONEER TRAIL				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) EDEN PRAIRIE	MN	55347									X Form filed by One Reporting Persor Form filed by More than One Report Person				
(City)	(State)	(Zip)	[Rule 10b5-1(c) Transaction Indication											
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			2. Transactic Date (Month/Day/	Execution Date,		Transaction D					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common Stock, \$.50 par value 10/13/2						F		779 ⁽¹⁾	D	\$56.79	64,158	D			
Table II - Derivative Securities Acquired Disposed of or Beneficially Owned															

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)		nsaction de (Instr. 		osed	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of		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				

Explanation of Responses:

1. Upon the annual incremental vesting of a restricted stock unit award granted 10/13/2022 under the Winnebago Industries, Inc. 2019 Omnibus Equity, Performance Awards, and Incentive Compensation Plan, which is a Section I 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

10/16/2023

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).

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.