SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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 [*] Herlitz John E	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2005 3. Issuer Name and Ticker or Trading Symbol WINNEBAGO INDUSTRIES INC [WGO]						
(Last) (First) (Middle) WINNEBAGO INDUSTRIES, INC. P.O. BOX 152			4. Relationship of Reporting Perso (Check all applicable) X Director	10% Owne	r (Mon	th/Day/Year)	te of Original Filed
(Street) FOREST CITY IA 50436			Officer (give title below)	Other (spec below)	· · · · · · · · · · · · · · · · · · ·	cable Line) Form filed by	Group Filing (Check / One Reporting Person / More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock, \$.50 par value			0	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exerce Expiration D (Month/Day/	ate	3. Title and Amount of Securiti Underlying Derivative Security		4. Conversion or Exercise	se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (rights to buy)(1)	07/12/2005	01/12/2015	Common Stock	10,000(1)	35.1475	D	

Explanation of Responses:

1. Granted under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan which is a Section 16(b) Plan. All options become exercisable on or after 7/12/2005.

/s/Raymond M. Beebe,

<u>Secretary, Winnebago</u> <u>Industries, Inc. under Power of</u> <u>Attorney</u>

** 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 5 (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.

BE IT KNOWN, that John Herlitz has made and appointed, and by these presents does make and appoint, Raymond M. Beebe, acting individually, in his capacity as compliance officer for Winnebago Industries, Inc., true and lawful attorney for him and in his name, place and stead, for the following specific and limited purposes only:

> To sign any and all documents required by the Securities and Exchange Commission to ensure compliance with the rules and regulations thereof by me in connection with any transactions I may complete involving the stock of Winnebago Industries, Inc.

giving and granting said attorney full power and authority to do and perform all and every act and thing whatsoever necessary to be done in and about the specific and limited premises set out herein as fully, to all intents and purposes, as might or could be done if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of January, 2005.

/s/ John Herlitz John Herlitz

STATE OF IOWA))ss: COUNTY OF HANCOCK)

The foregoing instrument was acknowledged by me this 12th day of January, 2005, by John Herlitz who is personally known by me and who executed this Power of Attorney on the date so designated.

/s/ Karen C. Jefson

Notary Public (SEAL) State of Iowa My commission expires: 5-11-2007

NOTARY STAMP KAREN C. JEFSON NOTARY PUBLIC State of Iowa Comm. Expires 05-11-2007