UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended November 27, 2010

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________________ to _________________

Commission File Number: **001-06403**

WINNEBAGO INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Iowa	**42-0802678**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
P. O. Box 152, Forest City, Iowa	**50436**
(Address of principal executive offices)	(Zip Code)

(641) 585-3535
(Registrant's telephone number, including area code)

Indicate by check mark wh ether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post suc h files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o Accelerated filer x Non-accelerated filer o Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares of common stock, par value $0.50 per share, outstanding December 22, 2010 was 29,115,090.

WINNEBAGO INDUSTRIES, INC.

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Part I. FINANCIAL INFORMATION

Item 1. Condensed Financial Statements

Winnebago Industries, Inc.
Unaudited Statements of Operations

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(In thousands, except per share data)	Quarter Ended November 27, 2010	 November 28, 2009
Net revenues	123,711	$ 81,017
Cost of goods sold	112,512	80,493
Gross profit	11,199	524
Operating expenses:		
Selling	3,267	3,229
General and administrative	3,651	3,272
Gain on sale of asset held for sale	(644)	—
Total operating expenses	6,274	6,501
Operating income (loss)	4,925	(5,977)
Other non-operating income (expense)	152	(233)
Income (loss) before income taxes	5,077	(6,210)
Provison (benefit) for taxes	1,291	(4,866)
Net income (loss)	$ 3,786	$ (1,344)
Income (loss) per common share:		
Basic	$ 0.13	$ (0.05)
Diluted	$ 0.13	$ (0.05)
Weighted average common shares outstanding:		
Basic	29,112	29,073
Diluted	29,115	29,086
	;	
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See unaudited notes to financial statements.

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Winnebago Industries, Inc.
Unaudited Balance Sheets

(In thousands, except per share data)	November 27, 2010	August 28, 2010
Assets		
Current assets:		
Cash and cash equivalents	$ 81,165	$ 74,691
Short-term investments	5,250	—
Receivables, less allowance for doubtful accounts ($106 and $91, respectively)	16,508	18,798
Inventories	45,173	43,526
Prepaid expenses and other assets	4,597	4,570
Income taxes receivable	132	132
Total current assets	152,825	141,717
Property, plant, and equipment, net	24,949	25,677
Assets held for sale	1,201	4, 254
Long-term investments	11,146	17,785
Investment in life insurance	23,500	23,250
Other assets	15,850	14,674
Total assets	$ 229,471	$ 227,357
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 17,035	$ 19,725
Income taxes payable	1,301	99
Accrued expenses:		
Accrued compensation	11,176	10,529
Product warranties	7,607	7,634
Self-insurance	4,499	4,409
Accrued loss on repurchases	964	1,362
Promotional	1,616	1,817
Other	4,087	4,797
Total current liabilities	48,285	50,372
Long-term liabilities:		
Unrec ognized tax benefits	5,761	5,877
Postretirement health care and deferred compensation benefits	74,905	73,581
Total long-term liabilities	80,666	79,458
Contingent liabilities and commitments		
Stockholders' equity:		
Capital stock common, par value $0.50; authorized 60,000 shares, issued 51,776 shares	25,888	25,888
Additional paid-in capital	29,290	29,464
Retained earnings	424,461	420,675
Accumulated other comprehensive income	642	1,242
Treasury stock, at cost (22,666 and 22,661 shares, res pectively)	(379,761)	(379,742)
Total stockholders' equity	100,520	97,527
Total liabilities and stockholders' equity	$ 229,471	$ 227,357

See unaudited notes to financial statements.

Winnebago Industries, Inc.
Unaudited Statements of Cash Flows

(In thousands)	Three Months Ended November 27, 2010	Three Months Ended November 28, 2009
Operating activities:		
Net income (loss)	$ 3,786	$ (1,344)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	1,430	1,684
Stock-based compensation	80	164
Deferred income taxes including valuation allowance	291	—
Postretirement benefit income an d deferred compensation expenses	345	323
Provision (reduction) for doubtful accounts	17	(52)
Increase in cash surrender value of life insurance policies	(324)	(296)
Gain on sale or disposal of property	(693)	(8)
Other	29	19
Change in assets and liabilities:		
Inventories	(1,647)	(4,229)
Receivables and prepaid assets	2,246	(449)
Income taxes and unrecognized tax benefits	974	(4,887)
Accounts payable and accrued expenses	(3,435)	4,055
Postretirement and deferred compensation benefits	(926)	(837)
Net cash provided by (used in) operating activities	2,173	(5,857)
Investing activities:		
Proceeds from the sale of investments, at par	1,200	—
Purchases of property and equipment	(667)	(509)
Proceeds from the sale of property	3,769	44
Other	24	(464)
Net cash provided by (used in) investing activi ties	4,326	(929)
Financing activities:		
Payments for purchase of common stock	(89)	(249)
Proceeds from exercise of stock options	—	15
Other	64	(341)
Net cash used in financing activities	(25)	(575)
Net increase (decrease) in cash and cash equivalents	6,474	(7,361)
Cash and cash equivalents at beginning of period	74,691	36,566
Cash and cash equivalents at end of period	$ 81,165	$ 29,205
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Supplemental cash flow disclosure:		
Income taxes paid	$ 25	$ 21

See unaudited notes to financial statements.

Winnebago Industries, Inc.
Unaudited Notes to Financial Statements

General:

The "Company," "we," "our" and "us" are used interchangeably to refer to Winnebago Industries, Inc.

Note 1: Basis of Presentation

In our opinion, the accompanying condensed unaudited financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position as of November 27, 2010 and the results of operations for the first quarters of Fiscal 2011 and 2010, and cash flows for the first quarters of Fiscal 2011 and 2010. The statement of operations for the first quarter of Fiscal 2011 is not necessarily indicative of the results to be expected for the full year. The balance sheet data as of August 28, 2010 was derived from audited financial statements, but does not include all of the information and footnotes required by generally accepted accounting principles (GAAP) for complete financial statements. These interim financial statements should be read in conjunction with the audited financial statements and notes thereto appearing in our Annual Report to Shareholders for the year ended August 28, 2010.

Note 2: New Accounting Pronouncements

On January 21, 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06. The ASU amends FASB Accounting Standards Codification (ASC) 820 to add new requirements for disclosures about transfers into and out of fair value hierarchy Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 fair value measurements. It also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The ASU also amends guidance on employers' disclosures about postretirement benefit plan assets under ASC 715 to require that disclosures be provided by classes of assets instead of by major categories of assets. The guidance in the ASU is effective for the first reporting period (including interim periods) beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010 (our Fiscal 2012).

Note 3: Fair Value Measurements

Assets and Liabilities that are Measured at Fair Value on a Recurring Basis
The fair value hierarchy requires the use of observable market data when available. In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The following tables set forth, by level within the fair value hierarchy, our financial assets that were accounted for at fair value on a recurring basis at November 27, 2010 and August 28, 2010 according to the valuation techniques we used to determine their fair values:

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		Fair Value Measurements Using Inputs Considered As		
(In thousands)	**Fair Value at November 27, 2010**	**Level 1 Quoted Prices in Active Markets for Identical Assets**	**Level 2 Significant Other Observable Inputs**	**Level 3 Significant Unobservable Inputs**
Short-term investments				
Student loan ARS with pending redemptions	$ 5,250	$ —	$ 5,250	$ —
Long-term investments				
Student loan ARS	11,146	—	—	11,146
Assets that fund deferred compensation				
Domestic equity funds	9,736	9,736	—	
International equity funds	< font style="font-family:Arial;font-size:9pt;font-style:normal;font-weight:normal;text-decoration:none;">1,780	1,780	—	—
Fixed income	620	620	—	—
Total assets at fair value	$ &nb 28,532sp;	$ 12,136	$ 5,250	$ 11,146

(In thousands)	Fair Value at August 28, 2010	Fair Value Measurements Using Inputs Considered As Level 1 Quoted Prices in Active Markets for Identical Assets	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs
Long-term investments				
Student loan ARS	$ 17,785	$ —	$ < /td> —	$ 17,785
Assets that fund deferred compensation				
Domestic equity funds	8,735	8,735	—	—
International equity funds	1,569	1,569	—	—
Fixed income	650	650	—	—
Total assets at fair value	$ 28,739	$ 10,954	$ —	$ 17,785

The following table provides a reconciliation between the beginning and ending balances of items measured at fair value on a recurring basis, in the table above, that used significant unobservable inputs (Level 3):

(In thousands)	November 27, 2010	33,306 November 28, 2009
Balance at beginning of period	$ 17,785	$ 33,294
Transfer to Level 2	(5,250)	(200)
Net change included in other comprehensive income	(189)	212
Sales	(1,200)	—
Balance at end of period	$ 11,146	$

Transfers between Levels
During the first quarter of Fiscal 2011 there were two transfers out of Level 3 valued assets. The $1.2 million transfer was related to a redemption at par of Auction Rate Securities (ARS) that occurred during the quarter. The $5.3 million transfer from a Level 3 valuation to Level 2 valuation was due to ARS redemptions at par subsequent to quarter end.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Long-Term and Short-Term Investments
Our debt securities are comprised of ARS. Our ARS related investments (as described in Note 4) are classified as Level 3 as quoted prices were unavailable due to events described in Note 4. Due to limited market information, we utilized a discounted cash flow (DCF) model to derive an estimate of fair value at November 27, 2010. The assumptions used in preparing the DCF model included estimates with respect to the amount and timing of future interest and principal payments, forward projections of the interest rate benchmarks, the probability of full repayment of the principal considering the credit quality and guarantees in place and the rate of return required by investors to own such securities given the current liquidity risk associated with ARS. All of our short-term ARS portfolio is classified as Level 2 as they are also in an inactive market but inputs other than quoted prices were observable and used to value the securities.

Assets that Fund Deferred Compensation
Our assets that fund deferred compensation are marketable equity securities and are measured at fair value using quoted market prices and primarily consist of equity-based mutual funds. They are classified as Level 1 as they are traded in an active market for which closing stock pr ices are readily available. These securities fund the Executive Share Option Plan, a deferred compensation program, and are presented as other assets in the accompanying balance sheets.

Note 4: Investments

We own investments in marketable securities that have been designated as "available for sale" in accordance with ASC 320, *Investments-Debt and Equity Securities*. Available for sale securities are carried at fair value with the unrealized gains and losses reported in "Accumulated Other Comprehensive Income", a component of stockholders' equity.

At November 27, 2010, we held $11.4 million (par value) of long term investments comprised of tax-exempt ARS, which are variable-rate debt securities and have a long-term maturity with the interest rate being reset through Dutch auctions that are typically held every 7, 28 or 35 days. Prior to February 2008, these securities traded at par and are callable at par at the option of the issuer. Interest is typically paid at the end of each auction perio d or semiannually. The ARS we hold are AAA/Aaa rated with most collateralized by student loans guaranteed by the U.S. Government under the Federal Family Education Loan Program.

Since February 2008, most ARS auctions have failed for these securities and there is no assurance that future auctions will succeed and, as a result, our ability to liquidate our investment and fully recover the par value in the near term may be limited or nonexistent. We have no reason to believe that any of the underlying issuers of our ARS are presently at risk of default. We have continued to receive interest payments on the ARS in accordance with their terms. We believe we will ultimately be able to liquidate our ARS related investments without significant loss primarily due to the collateral securin g our ARS. However, redemption could take until final maturity of the ARS (up to 30 years) to realize the par value of our investments. Due to the changes and uncertainty in the ARS market, we believe the recovery period for these investments is likely to be longer than 12 months and as a result, we have classified these investments as long-term as of November 27, 2010. We also hold $5.3 million (par value) of ARS that are classified as short-term investments as these securities were redeemed at par subsequent to quarter end on or before December 8, 2010.

At November 27, 2010, there was insufficient observable ARS market information available to determine the fair value of our long term ARS investments. Therefore, we estimated fair value by incorporating assumptions that market participants would use in their estimates of fair value. Some of these assumptions included credit quality, final stated maturiti es, estimates on the probability of the issue being called prior to final maturity, impact due to extended periods of maximum auction rates and broker quotes from independent evaluators. Based on this analysis, we recorded a temporary impairment of $254,000 related to our long-term ARS investments of $11.4 million (par value).

Note 5: Inventories

Inventories consist of the following:

(In thousands)	November 27, 2010	August 28, 2010
Finished goods	$ 25,015	$ 21,200
Work-in-process	23,585	24,897
Raw materials	26,500	26,992
	75,100	73,089
LIFO reserve	(29,927)	(29,563)
Total inventories	$ 45,173	$ 43,526

Note 6: Property, Plant and Equipment and Assets Held for Sale

Property, plant and equipment is stated at cost, net of accumulated depreciation and consists of the following:

(In thousands)	November 27, 2010	August 28, 2010
Land	$ 772	$ 772
Buildings	49,313	49,309
Machinery and equipment	89,479	89,304
Transportation equipment	8,906	9,109
	148,470	148,494
Less accumulated depreciation	(123,521) ;	(122,817)
Total property, plant and equipment, net	$ 24,949	$ 25,677

During the first quarter of Fiscal 2011, an idled assembly facility in Charles City, Iowa (CCMF) classified as held for sale, was sold to CGS TIRES US, INC. (CGS). The sale was finalized on November 1, 2010 and generated $4.0 million in gross proceeds, selling costs of $256,000 and a gain of $644,000.

Assets held for sale as of November 27, 2010 of $1.2 million consisted of an idled fiberglass manufacturing facility in Hampton, Iowa.

Note 7: Credit Facility

On October 13, 2009, we entered into a Loan and Security Agreement (the "Loan Agreement") with Burdale Capital Finance, Inc., as Agent. The Loan Agreement provides for an initial $20.0 million revolving credit facility, based on eligible accounts receivable and eligible inventory, expiring on October 13, 2012, unless terminated earlier in accordance with its terms. The Loan Agreement contains no financial covenant restrictions for borrowings up to $12.5 million; provided that borrowings cannot exceed the Asset Coverage Amount (as defined in the Loan Agreement) divided by 2.25. The Loan Agreement also includes a framework to expand the size of the facility up to $50.0 million, based on mutually agreeable covenants to be determined at the time of expansion. No borrowings have been made under the Loan Agreement as of the date of this report.

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Interest on loans made under the Loan Agreement will be based on the greater of LIBOR or a base rate of 2.0 percent plus a margin of 4.0 percent or the greater of prime rate or 4.25 percent plus a margin of 3.0 percent. The unused line fee associated with this Loan Agreement is 1.25 percent per annum. Additionally, under certain circumstances, we will be required to pay an early termination fee ranging from 1 - 3 percent of the maximum credit available under the Loan Agreement if we terminate the Loan Agreement prior to October 13, 2012.

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Note 8: Warranty

We provide our motor home customers a comprehensive 12-month/15,000-mile warranty on the Class A, Class B and Class C coaches, and a 3-year/36,000-mile structural warranty on Class A and Class C sidewalls and floors. We have also incurred costs for certain warranty-type expenses which occurred after the normal warranty period. We have voluntarily agreed to pay s uch costs to help protect the reputation of our products and the goodwill of our customers. We record our warranty liabilities based on our estimate of the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. We also incur costs as a result of additional service actions not covered by our warranties, including product recalls and customer satisfaction actions.

Changes in our product warranty liability are as follows:

	Quarter Ended	
(In thousands)	**November 27, 2010**	**November 28, 2009**
Balance at beginning of period	$ 7,634	$ 6,408
Provision	1,470	1,129
Claims paid	(1,497)	(1,357)
Balance at end of period	$ 7,607	$ 6,180

Note 9: Employee and Retiree Benefits

Postretirement health care and deferred compensation benefits are as follows:

(In thousands)	**November 27, 2010**	**August 28, 2010**
Postretirement health care benefit cost	$ 40,649	$ 40,327
Non-qualified deferred compensation	25,193	25,372
Executive share option plan liability	9,909	8,698
SERP benefit liability	&nb 3,157sp;	3,107
Executive deferred compensation	81	74
Total postretirement health care and deferred compensation benefits	78,989	77,578
Less current portion	(4,084)	(3,997)
Long-term postretirement health care and deferred compensation benefits	$ 74,905	$ 73,581

Postretirement Health Care Benefits
We provide certain health care and other benefits for retired employees hired before April 1, 2001, who have fulfilled eligibility requirements of age 55 with 15 years of continuous service. Retirees are required to pay a monthly premium for medical coverage based on years of service at retirement and then current age. Our postretirement health care plan currently is not funded. We use a September 1 measurement date for this plan. Net periodic postretirement benefit income consisted of the following components:

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	Quarter Ended	
(In thousands)	**November 27, 2010**	**November 28, 2009**
Interest cost	$ 476	$ 494
Service cost	152	139
Net amortization and deferral	(776)	(831)
Net periodic postretirement benefit income	$)	$ (198)
Payments for postretirement health care	$ 306	$ 183

For accounting purposes, we recognized income from the plan for the first quarters of both Fiscal 2011 and Fiscal 2010 due to the amortization of the cost savings from an amendment effective September 2004, which amended our postretirement health care benefit by establishing a maximum employer contribution amount.

Note 10: Contingent Liabilities and Commitments

Repurchase Commitments
Generally, companies in the RV industry enter into repurchase agreements with lending institutions which have provided wholesale floorplan financing to dealers. Most dealers' motor homes are financed on a "floorplan" basis under which a bank or finance company lends the dealer all, or substantially all, of the purchase price, collateralized by a security interest in the motor homes purchased.

Our repurchase agreements provide that, in the event of default by the dealer on the agreement to pay the lending institution, we will repurchase the financed merchandise. The terms of these agreements, which can last up to 18 months, provide that our liability will be the lesser of remaining principal owed by the dealer or dealer invoice less periodic reductions based on the time since the date of the original invoice. Our liability cannot exceed 100 percent of the dealer invoice. Our contingent liability on these repurchase agreements was approximately $170.3 million and $155.5 million at November 27, 2010 and August 28, 2010, respectively.

In certain instances, we also repurchase inventory from our dealers due to state law or regulatory requirements that govern voluntary or involuntary relationship terminations. Although laws vary from state to state, some states have laws in place that require manufacturers of motor vehicles to repurchase curren t inventory if a dealership exits the business. Incremental repurchase exposure beyond existing repurchase agreements, related to dealer inventory in states that we have had historical experience of repurchasing inventory, totaled $6.8 million and $4.5 million at November 27, 2010 and August 28, 2010, respectively.

Our risk of loss related to these repurchase commitments is reduced by the potential resale value of any products that are subject to repurchase and is spread over numerous dealers and lenders. The aggregate contingent liability related to our repurchase agreements represents all financed dealer inventory at the period reporting date subject to a repurchase agreement, net of the greater of periodic reductions per the agreement or dealer principal payments. Based on the repurchase exposure as previously described, we established an associated loss reserve. Accrued loss on repurchases were $964,000 as of November 27, 2010 and $1.4 million as of August 28, 2010. A summary of the activity for the fiscal years stated for repurchased units is as follows:

A summary of repurchase activity is as follows:

	Quarter Ended	
(Dollars in thousands)	**November 27, 2010**	**November 28, 2009**
Inventory repurchased		
Units	1	2
Dollars	$ 66	$ 159
Inventory resold		
Units	1	2
Cash collected	$ 60	$ 146
Loss recognized	$6	$ 16

Litigation
We are involved in various legal proceedings which are ordinary routine litigation incidental to our business, some of which are covered in whole or in part by insurance. While it is impossible to estimate with certainty the ultimate legal and financial liability with respect to this litigation, we believe that while the final resolution of any such litigation may have an impact on our results for a particular reporting period, the ultimate disposition of such litigation will not have any material adverse effect on our financial position, results of operations or liquidity.

Note 11: Income Taxes

We account for income taxes under ASC Topic 740, *Income Taxes*, (ASC 740). The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns.

Significant judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets. Valuation allowances arise due to uncertainty of realizing deferred tax assets. As of November 27, 2010 and August 28, 2010, we have applied a full valuation allowance of $40.5 million and $41.8 million, respectively, again st our deferred tax assets. ASC 740 requires that companies assess whether valuation allowances should be established against their deferred tax assets based on the consideration of all available evidence, using a “more-likely-than-not” standard. In making such assessments, significant weight is given to evidence that can be objectively verified. A company's current or previous losses are given more weight than its future outlook. Under that standard, our three-year historical cumulative loss was a significant negative factor. We have evaluated the sustainability of our deferred tax assets on our balance sheet which includes the assessment of cumulative income or losses over recent prior periods. Based on ASC 740 guidelines, we determined a full valuation allowance was appropriate as of November 27, 2010. We will continue to assess the likelihood that our deferred tax assets will be realizable at each reporting period and our valuation allowance will be adjusted accordingly, which could materially impact our financial position and results of operations.

We file tax returns in the U.S. federal jurisdiction, as well as various international and state jurisdictions. Our federal tax returns have been audited by the Internal Revenue Service (IRS) through Fiscal 2008. Our Fiscal 2009 federal income tax return is currently under examination by the IRS. Although certain years are no longer subject to examinations by the IRS and various state taxing authorities, NOL carryforwards generated in those years may still be adjusted upon examination by the IRS or state taxing authorities if they either have been or will be used in a future p eriod. A number of years may elapse before an uncertain tax position is audited and finally resolved, and it is often very difficult to predict the outcome of such audits. Periodically, various state and local jurisdictions conduct audits, therefore, a variety of years are subject to state and local jurisdiction review.

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As of November 27, 2010, our unrecognized tax benefits were $5.8 million, all of which, if recognized, would positively affect our effective tax rate as all of the deferred tax assets associated with these positions have a full valuation allowance established against them. It is our policy to recognize interest and penalties accrued relative to unrecognized tax benefits as tax expense. As of November 27, 2010, we had accrued $2.5 million in interest and penalties. We do not anticipate any significant changes in unrecognized tax benefits within the next twelve months. Actual results may differ materially from this estimate.

Note 12: Income Per Share

The following table reflects the calculation of basic and diluted income per share:

	Quarter Ended			
(In thousands, except per share data)	**November 27, 2010**		November 28, 2009	
Income (loss) per share - basic:				
Net income (loss)	$	3,786	$	(1,344)
Weighted average shares outstanding		29,112		29,073
Net income (loss) per share - basic	$	0.13	$	(0.05)
Income (loss) per share - assuming dilution:				
Net income (loss)	$	< 3,786/td>	$	(1,344)
Weighted average shares outstanding		29,112		29 ,073
Dilutive impact of options and awards outstanding		3		13
Weighted average shares and potential dilutive shares outstanding	29,115			29,086
Net income (loss) per share - assuming dilution	$	0.13	$	(0.05)

At the end of the first quarters of Fiscal 2011 and Fiscal 2010, there were options outstanding to purchase 924,731 shares and 962,724 shares, respectively, of common stock at an average price of $28.05 and $28.20, respectively, which were not included in the computation of diluted income per share because they are considered anti-dilutive under the treasury stock method per ASC 260.

Note 13: Comprehensive Income

Comprehensive income, net of tax, consists of:

	Quarter Ended			
(In thousands)	**November 27, < br>2010**		**November 28, 2009**	
Net income (loss)	$	3,786	$	(1,344)
Amortization of prior service credit	(655	)		(652)
Amortization of actuarial loss		172		137
Unrealized (depreciation) appreciation of investments		(117)		133
Comprehensive income (loss)	$	3,186	$	(1,726)

Note 14: Subsequent Event

We evaluated all events or transactions occurring between the balance sheet date and the date of issuance of the financial statements that would require recognition or disclosure in the financial statements. There were no material subsequent events.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

It is suggested that this management's discussion be read in conjunction with the Management's Discussion and Analysis included in our Annual Report to Shareholders for the year ended August 28, 2010.

Forward-Looking Information

Certain of the matters discussed in this Quarterly Report on Form 10-Q are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve risks and uncertainties. A number of factors could cause actual results to differ materially from these statements, including, but not limited to, interest rates and availability of credit, low consumer confidence, significant increase in repurchase obligations, inadequate liquidity or capi tal resources, availability and price of fuel, a further or continued slowdown in the economy, availability of chassis and other key component parts, sales order cancellations, slower than anticipated sales of new or existing products, new product introductions by competitors, the effect of global tensions, and other factors which may be disclosed throughout this report. Although we believe that the expectations reflected in the “forward-looking statements” are reasonable, we cannot guarantee future results, or levels of activity, performance or achievements. Undue reliance should not be placed on these “forward-looking statements,” which speak only as of the date of this report. We undertake no obligation to publicly update or revise any “forward-looking statements” whether as a result of new information, future events or otherwise, except as required by law or the rules of the New York Stock Exchange.

Executive Overview

Winnebago Industries , Inc. is a leading U.S. manufacturer of motor homes with a proud history of manufacturing recreation vehicles for more than 50 years. Our strategy is to manufacture quality motor homes in a profitable manner. We produce all of our motor homes in highly vertically integrated manufacturing facilities in the state of Iowa. We distribute our products through independent dealers throughout the United States and Canada, who then retail the products to the end consumer. Our retail unit market share, as reported by Statistical Surveys, Inc. (Statistical Surveys), is as follows:

	Through October 31,		Calendar Year		
US Retail:	**2010**	**2009**	**2009**	**2008**	**2007**
Class A gas	23.8%	23.1%	22.9%	23.2%	21.9%
Class A diesel	14.7%	11.2%	11.4%	8.1%	8.9%
Total Class A	19.3%	16.7%	16.6%	15.3%	15.2%
Class C	17.7%	22.8%	22.7%	22.8%	24.0%
Total Class A and C	18.6%	19.3%	19.1 %	18.3%	18.5%
Class B	17.5%	17.1%	18.1%	3.5%	—%

	Through October 31,		Calendar Year		
Canadian Retail:	**2010**	**2009**	**2009**	**2008**	**2007**
Class A gas	16.7%	12.6%	13.8%	18.4%	16.6%
Class A diesel	11.6%	< font style="font-family:Arial;font-size:9pt;">6.7%	7.0%	5.3%	6.3%
Total Class A	14.4 %	9.4%	10.0%	12.4%	11.9%
Class C	14.4%	9.3%	9.5%	19.5%	18.3%
Total Class A and C	14.4%	9.4< /div>%	9.8%	15.7%	14.4%

We have led the industry with the highest market share in the U.S. of Class A and Class C motor homes combined for the past nine calendar years ending in 2009 and in Calendar 2010 through October per the most recent Statistical Surveys reporting. We have seen notable improvement in our Class A market share in 2010, primarily due to Class A diesel retail acceptance, and we lead the industry in that sector. However, we have experienced a drop in Class C market share in Calendar 2010. In addition to increased competitive pricing pressures in the Class C product, particularly at the entry level, we believe this d ecline resulted primarily from large volume RV rental operators increasing their fleet purchases in early Calendar 2010. While we participated in some of this volume, we chose not to pursue a large percentage of fleet rental business due to considerably lower margins.

We began producing Class B motor homes in February 2008 and we held the number three U.S. position in retail unit market share for Class B motor homes in Calendar 2009 and through October in Calendar 2010.

We hold the number three retail market share position in Canada of Class A and Class C motor home units combined in 2010 through October, which is approximately 15 percent of the size of the U.S. market. Our market share in Canada was s ignificantly impacted in Calendar 2009 due to distressed merchandise sold into the dealer channel, primarily by competitors going through Chapter 11 bankruptcy. We have seen notable improvement in Calendar 2010 in all categories due to the fact that the majority of that distressed product was retailed in Calendar 2009. Our increased level of Canadian rental orders has also positively impacted our Class C share thus far in Calendar 2010.

Industry Outlook

The motorized RV market was significantly impacted by highly unstable market conditions in recent years. The tightening of the wholesale and retail credit markets, low consumer confidence, the effect of the global recession and uncertainty related to fuel prices placed en ormous pressure on retail sales and as a result, dealers significantly reduced their inventory levels. Industry motorhome wholesale shipments in the 20 years prior to Calendar 2008 averaged 58,000 units per year, similar to retail demand. In Calendar 2008, shipments dropped 49 percent to 28,300, the lowest deliveries on record since 1971 and then shipments dropped an additional 53 percent in Calendar 2009 to an unprecedented level of 13,200. Retail registrations fell during this same time frame, but not to the same magnitude, resulting in significant dealer inventory liquidation.

Industry shipments have improved dramatically in Calendar 2010 as compared to the prior year and only slightly outpaced retail demand as dealers restocked in the early part of the year. We attribute the recovery to the improvement in wholesale and retail credit availability and a lso a result of dealer inventory levels reaching equilibrium with retail demand. The current industry outlook for Calendar 2010 per RVIA is for wholesale shipments to be higher than retail activity was in Calendar 2009 by 14 percent, as evidenced in the table below. RVIA has also forecasted that shipments in Calendar 2011 will increase by an additional 5 percent to 26,300 units.

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Key st atistics for the motor home industry are as follows:

	US and Canada Industry Class A, B & C Motor Homes							
	Wholesale Shipments[1]				Retail Registrations[2]			
	Calendar Year				Calendar Year			
(In units)	2009	2008	(Decrease) Increase	Change	2009	2008	Decrease	Change
First quarter	2,400	11,000	(8,600)	(78.2)%	4,800	9,700	(4,900)	(50.5)%
Second quarter	3,200	9,300	(6,100)	(65.6)%	7,100	11,900	(4,800)	(40.3)%
Third quarter	3,300	5,000	(1,700)	(34.0)% &n bsp;	5,800	7,600	(1,800)	(23.7)%
Fourth quarter	4,300	3,000	1,300	43.3 %	4,200	4,600	(400)	(8.7)%
Total	13,200	28,300	(15,100)	(53.4)%	21,900	33,800	(11,900)	(35.2)%

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(In units)	2010	2009	Increase	Change	2010	2009	Increase (Decrease)	Change
First quarter	5,700	2,400	3,300	137.5 %	4,900	4,800	100	2.1 %
Second quarter	7,800	3,200	4,600	143.8 %	7,800	7,100	700	9.9 %
Third quarter	6,200	3,300	2,900	87.9 %	5,700	5,800	(100)	(1.7)%
October	2,000	1,500	500	33.3 %	1,800	1,800	—	— %
November - December	3,300 (3)	2,800	500	17.9 %	(4)	2,400		
Total	25,000 (3)	13,200	11,800	89.4 %	20,200 (4)	21,900		

(1) Class A, B and C wholesale shipments as reported by RVIA, rounded to the nearest hundred.
< font style="font-family:Arial;font-size:7pt;">(2) Class A, B and C U.S. retail registrations as reported by Statistical Surveys for the US and Canada combined, rounded to the nearest hundred.
(3) Based upon forecasted 2010 Class A, B and C wholesale shipments as reported by RVIA in the Roadsigns Winter 2010 issue.
(4) Statistical Surveys has not issued a projection for fourth quarter 2010 retail demand.

Company Outlook

We have seen significant improvement in our business in F iscal 2010 and thus far in Fiscal 2011, both in net revenues and in our operating performance. Our increased volume has allowed for greater absorption of our fixed costs and improved labor efficiencies, which favorably impacted our profit margins. Our dealer's inventory levels have remained at approximately the same levels since the end of our second quarter of Fiscal 2010. With dealer inventories at reasonable levels for the past few quarters, we were able to reduce the level of discounting and retail programs offered, which also positively impacted our margins. We believe retail sales will be the key driver to sustain our recovery and for continued growth going forward.

Certain key metrics for our Class A, B and C motor homes are provided in the table below:

As of Quarter End
(In units and presented in fiscal quarters, except as noted below)

	Wholesale Deliveries	Retail Registrations	Dealer Inventory	Order Backlog
2nd Quarter 2009	315	666	2,918	335
3rd Quarter 2009	620	1,214	2,324	382
4th Quarter 2009	605	1,235	1,694	940

1st Quarter 2010

794

921

1,567

1,521

Rolling 12 months (Dec 2008 through Nov 2009)

2,334

4,036

2nd Quarter 2010

1,109

654

2,022

1,159

3rd Quarter 2010
1,366

1,388

2,000

935

4th Quarter 2010

1,164

1,120

2,044

818

1st Quarter 2011

1,115

1,093

2,066

698

Rolling 12 months (Dec 2009 through Nov 2010)

4,754

4,255

&nb sp;

Key comparison increases (decreases):

Wholesale Deliveries

Retail Registrations

	Dealer Inventory Order Backlog
Rolling 12 month comparison (period ended Nov 2010 to period ended Nov 2009)	
	2,420
	219
	NA
	NA
	103.7 %
	5.4 %
	NA
	NA
1st quarter Fiscal 2011 as compared to 1st quarter Fiscal 2010	
	321
	172
	499
	(823)
	40.4 %
	18.7 %
	31.8 %
	(54.1)%
1st quarter Fiscal 2011 as compared to 4th quarter Fiscal 2010	
	(49)
	(27)
	22
	(120)
	(4.2)%
	(2.4)%
	1.1 %
	(14.7)%

Our motor home order backlog is as follows:

	As Of					
	November 27, 2010		November 28, 2009			
	Units	% (1)	Units	% (1)	(Decrease)	
Class A gas	254	36.4%	531	34.9%	(277)	(52.2)%
Class A diesel	201	28.8%	381	25.0%	(180)	(47.2)%
Total Class A	455	65.2%	912	60.0%	(457)	(50.1)%
Class B (2)	—	—%	17	1.1%	(17)	(100.0)%
Class C	243	34.8%	592	38.9%	(349)	(59.0)%
Total backlog	698	100.0%	1,521	100.0%	(823)	(54.1)%
Total approximate revenue dollars (in thousands) (3)	$ 75,454		$ 149,501		$ (74,047)	(49.5)%

(1) Percentages may not add due to rounding differences.
(2) Class B backlog is currently not applicable given the fact that the ERA was temporarily discontinued during the 2011 model year. Current plans call for the ERA to be reintroduced in the 20 12 model year.
(3) We include in our backlog all accepted purchase orders from dealers to be shipped within the next six months. Orders in backlog can be canceled or postponed at the option of the purchaser at any time without penalty and, therefore, backlog may not necessarily be an accurate measure of future sales.

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Results of Operations

Current Quarter Compared to the Comparable Quarter Last Year

The following is an analysis of changes in key items included in the statements of operations:

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(In thousands, except percent and per share data)	Quarter Ended November 27, 2010	% of Revenues*	November 28, 2009	% of Revenues*	Increase (Decrease)	% Change
Net revenues	$ 123,711	100.0 %	$ 81,017	100.0 %	$ < font style="font-family:Arial;font-size:9pt;font-style:normal;font-weight:normal;text-decoration:none;">42,694	52.7 %
Cost of goods sold	112,512	90.9 %	80,493	99.4 %	32,019	39.8 %
Gross profit	11,199	9.1 %	524	0.6 %	10,675	NMF
Selling	3,267	2.6 %	3,229	4.0 %	38	1.2 %
General and administrative	3,651	3.0 %	3,272	4.0 %	379	11.6 %
Gain on sale of asset held for sale	(644)	(0.5)%	—	—	(644)	NMF
Total operating expenses	6,274	5.1 %	6,501	8.0 %	(227)	(3.5)%
Operating income (loss)	4,925	4.0 %	(5,977)	(7.4)%	10,902	182.4 %
Other non-operating inc (exp)	152	0.1 %	(233)	(0.3)%	385	(165.2)%
Income (loss) before income taxes	5,077	4.1 %	(6,210)	(7.7)%	11,287	181.8 %
Provision (benefit) for taxes	1,291	1.0 %	(4,866)	(6.0)%	6,157	126.5 %
Net income (loss)	$ 3,786	3.1 %	$< /font> (1,344)	(1.7)%	$ 5,130	381.7 %
Diluted income (loss) per share	$ 0.13		$ (0.05)		$0.18	360.0 %
Fully diluted average shares outstanding	29,115		29,086		29	0.1 %

* Percentages may not add due to rounding differences.

Unit deliveries and average sales price (ASP), net of discounts, consisted of the following:

(In units)	Quarter Ended November 27, 2010	Product Mix*	November 28, 2009	Product Mix*	Increase (Decrease)	% Change
Class A gas	389	34.9%	235	29.6%	154	65.5 %
Class A diesel	270	24.2%	180	22.7%	90	50.0 %
Total Class A	659	59.1%	415	52.3%	244	58.8 %
Class B	1	0.1%	62	7.8%	(61)	(98.4)%
Class C	455	40.8%	317	39.9%	&n 138bsp;	43.5 %
Total deliveries	1,115 < /td>	100.0%	794	100.0%	321	40.4 %
ASP (in thousands)	$ 104		$ 95		$ 9	9.1 %

* Percentages may not add due to rounding differences.

Net revenues for the first quarter of Fiscal 2011 increased $42.7 million, or 52.7 percent, compared to the first quarter of Fiscal 2010, due to the following:

- Volume increase: The primary reason for the net revenue increase was due to an increase in unit deliveries of 40.4 percent.
- Pricing and mix: Our motor home ASP increased 9.1 percent. This increase was primarily due to a shift to higher-priced product as our sales mix was more heavily weighted to Class A product and a decrease of product discounts offered at the wholesale level.
- Promotional incentives: Our retail and other incentives, which are deductions from gross revenues, decreased 2.6 percent (as a percent of net revenues). In the prior year, we had more retail incentive programs in place to help stimulate dealer retail demand to move aged units. Better retail market conditions and significantly improved dealer inventory aging are the key reasons these types of promotional incentives are lower this year.
- Other revenue: Revenues for motor home parts and services and other manufacturing products increased 6.2 percent.

Cost of products sold was $112.5 million, or 90.9 percent of net revenues for the first quarter of Fiscal 2011 compared to $80.5 million, or 99.4 percent of net revenues for the comparable period a year ago due to the following:

- The change in our variable costs (material, labor, variable overhead, delivery, and warranty) increased $31.5 million, which was primarily caused by increased sales volume. Total variable costs, as a percent of net revenues, decreased to 83.0 percent from 87.9 percent last year. This difference was primarily due to decreased discounting and promotional incentives.
- Fixed overhead (manufacturing support labor, depreciation and facility costs) and research and development-related costs decreased to 7.9 percent of

net revenues compared to 11.4 percent last year. This difference was primarily due to higher absorption of fi xed costs as a result of higher production volume.

- All factors considered, gross profit increased from 0.6 percent to 9.1 percent of net revenues.

General and administrative expenses increased $379,000, or 11.6 percent, during the first quarter of Fiscal 2011 and, as a percentage of net revenues were 3.0 percent and 4.0 percent for the first quarters of Fiscal 2011 and Fiscal 2010, respectively. The expense increase was due primarily to employee-related expenses.

We realized a gain of $644,000 on the sale of CCMF, one of our assets held for sale. See Note 6.

Non-operating income increased $385,000, or 165.2 percent, during the first quarter of Fiscal 2011. This difference is primarily due to a decrease in our line of credit costs of $387,000 as a termination fee of $375,000 was paid last year to Wells Fargo to terminate the credit and security agreement with them.

The overall effective income tax rate for t he first quarter of Fiscal 2011 was 25.4 percent compared to a benefit of (78.3) percent for the first quarter of Fiscal 2010. Most notably, our effective tax rate the first quarter of Fiscal 2011 was positively impacted by the sale of CCMF by approximately 4 percent, as this transaction resulted in a tax loss even though we incurred a gain for book purposes. Our tax benefit of (78.3) percent in the first quarter of Fiscal 2010 related entirely to the carryback of Fiscal 2009 losses due to a tax law change. During the first quarter of Fiscal 2010, the President of the United States signed into law the Worker, Homeownership, and Business Assistance Act of 2009, which expanded the carryback period from two to five years, which allowed us to carryback all Fiscal 2009 NOL. As a result, we recorded a tax benefit of $4.8 million and reduced the associated valuation allowance due to this beneficial tax law change.

Net income was $3.8 million, or $0.13 per diluted share, for the first quarter of Fiscal 2011 compared to a net loss of $1.3 million, or $0.05 per diluted share, for the first quarter of Fiscal 2010. See Note 12.

Analysis of Financial Condition, Liquidity and Resources

Cash and cash equivalents totaled $81.2 million and $74.7 million as of November 27, 2010 and August 28, 2010, respectively.

Significant liquidity events in the first quarter of Fiscal 2011 include:

- Net income of < font style="font-family:Arial;font-size:9pt;color:#000000;text-decoration:none;">$3.8 million.
- Net proceeds of $3.7 million due to the sale of CCMF.
- ARS redemptions at par of $1.2 million. Subsequent to the end of the quarter, we have had $5.3 million of additional ARS redemptions at par. We have $11.4 million ARS at par value classified as long-term investments as of November 27, 2010. See further discussion in Note 4.

We also have in place a $20.0 million revolving credit facility, as described in further detail in Note 7, which allows us to borrow up to $12.5 million without financial covenant restr ictions if there is adequate asset coverage. We had sufficient asset coverage in accounts receivable and inventory as of November 27, 2010 to access the entire $12.5 million. The facility also includes a framework to expand the size of the facility up to $50.0 million, based on mutually agreeable covenants to be determined at the time of expansion. This potential additional borrowing capacity may be beneficial to us if inventory levels need to substantially increase rapidly as a result of product demand.

We filed a Registration Statement on Form S-3, which was declared effective by the SEC on March 31, 2010. Subject to market conditi ons, we have the ability to offer and sell up to $35 million of our common stock in one or more offerings pursuant to the Registration Statement. The Registration Statement will be available for use for three years. We currently have no plans to offer and sell the common stock registered under the Registration Statement; however, it does provide another source of liquidity in addition to the alternatives already in place.

Working capital at November 27, 2010 and August 28, 2010 was $104.5 million and $91.3 million, respectively, an increase of $13.2 million. We currently expect cash on hand, funds generated from operations (if any) and the availability under the credit facility to be sufficient to cover both short-term and long-term operation requirements. We anticipate capital expenditures during the balance of Fiscal 2011 of approximately $2.3 million, primarily for manufacturing equipment and facilities which will be funded wi th cash on hand.

Operating Activities

Cash provided by operating activities was $2.2 million for the quarter ended November 27, 2010 compared to cash used in operating activities of $5.9 million for the quarter ended November 28, 2009. The combination of net income of $3.8 million in the current fiscal year and an improvement in non-cash charges (e.g., depreciation, stock-based compensation) provided $5.0 million of operating cash compared to a usage of $490, 000 in the prior year period. In Fiscal 2011, changes in assets and liabilities (primarily accounts payable and accrued expenses) was a usage of $2.8 million of operating cash. Cash use in the first quarter of Fiscal 2010 was for increased inventories du e to a ramp up of production and to support the quarter's net loss.

Investing Activities

Cash provided by investing activities was due primarily to ARS redemptions of $1.2 million in the quarter ended November 27, 2010, partially off set by capital spending of $667,000. During the quarter ended November 28, 2009, cash used by investing activities of $929,000 was in part due to manufacturing equipment purchases.

Financing Activities

Cash used in financing activities was $25,000 for the quarter ended November 27, 2010. The primary use of cash in financing activities for the quarter ended November 28, 2009 was $341,000 associated with the set up of the Burdale credit facility.

Critical Accounting Policies

Our financial statements are prepared in accordance with GAAP. In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that we believe to be relevant at the time our financial statements are prepared. On a regular basis, we review the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates and such differ ences could be material.

We believe that the following accounting estimates and policies are the most critical to aid in fully understanding and evaluating our reported financial results and they require our most difficult, subjective or complex judgments resulting from the need to make estimates about the effect of matters that are inherently uncertain. We have reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board.

Revenue Recognition

Generally, revenues for motor homes are recorded when all of the following conditions are met: an order for a product has been received from a dealer, written or verbal approval for payment has been received from the dealer's floorplan financing institution and the product is delivered to the dealer who placed the order. Most sales are financed under floorplan financing arrangements with banks or finance companies.

Revenues from the sales of our Original Equipment Manufacturing (OEM) and motor home-related parts are recorded as the products are shipped from our location. The title of ownership transfers on these products as they leave our location due to the freight terms of F.O.B. - Forest City, Iowa.

Sales Promotions and Incentives

We accrue for sales promotions and incentive expenses, which are recognized as a reduction to revenues, at the time of sale to the dealer or when the sales incentive is offered to the dealer or retail customer. Examples of sales promotions and incentive programs include dealer and consumer rebates, volume discounts, retail financing programs and dealer sales associate incentives. Sales promotion and incentive expenses are estimated based upon current program parameters, such as unit or retail volume, and historical rates. Actual results may differ from these estimates if market conditions dictate the need to enhance or reduce sa les promotion and incentive programs or if the retail customer usage rate varies from historical trends. Historically, sales promotion and incentive expenses have been within our expectations and differences have not been material.

Warranty

We provide with the purchase of any new motor home, a comprehensive 12-month/15,000-mile warranty on Class A, Class B and Class C motor homes and a 3-year/36,000-mile warranty on Class A and Class C sidewalls and floors. Estimated costs related to product warranty are accrued at the time of sale and are based upon past warranty claims and unit sales history and adjusted as required to reflect actual costs i ncurred, as information becomes available. A significant increase in dealership labor rates, the cost of parts or the frequency of claims could have a material adverse impact on our operating results for the period or periods in which such claims or additional costs materialize. We also incur costs as a result of additional service actions not covered by our warranties, including product recalls and customer satisfaction actions. Estimated costs are accrued at the time the service action is implemented and are based upon past claim rate experiences and the estimated cost of the repairs.

Unrecognized Tax Benefits

We only recognize tax benefits for filing posit ions that are considered more likely than not of being sustained under audit by the relevant taxing authority, without regard to the likelihood of such an audit occurring. We record a liability for uncertain tax positions when it is more likely than not that our filed tax positions will not be sustained. We record deferred tax assets related to reserves for filing positions in a particular jurisdiction that would result in tax deductions in another tax jurisdiction if we were unable to sustain our filing position in an audit. Our income tax returns are periodically audited by various taxing authorities. These audits include questions regarding our tax filing positions, including the timing and the amount of deductions and the allocation of income among various tax jurisdictions. At any one time, multiple years are subject to audit by the various taxing authorities. We continually assess our tax positions for all periods that are open to examination or have not been effectively settled based on the most curre nt available information. We adjust our liability for unrecognized tax benefits and income tax provision in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available.

Our liability for unrecognized tax benefits contains uncertainties because we are required to make assumptions and apply judgment to estimate the exposure associated with our various filing positions. Our effective tax rate is also affected by changes in tax laws, the level of our earnings or losses and the results of tax audits.

Although we believe that the judgments and estimates discussed herein are reasonable, actual results could differ, and we may be exposed to losses or realize gains that could be material. To the extent that we prevail in matters for which a liability has been established or are required to pay amounts in excess of our establi shed liability, our effective income tax rate in a given financial statement period could be materially affected. An unfavorable tax settlement generally would require use of our cash and may result in an increase in our effective tax rate in the period of resolution. A favorable tax settlement may be recognized as a reduction in our effective tax rate in the period of resolution.

Income Taxes
We account for income taxes in accordance with ASC 740. As part of the process of preparing our financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. Significant judgment is required in deter mining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets. Valuation allowances arise due to the uncertainty of realizing deferred tax assets. ASC 740 requires that companies assess whether valuation allowances should be established against their deferred tax assets based on the consideration of all available evidence, using a “more likely than not” standard. In making such assessments, significant weight is to be given to evidence that can be objectively verified. A company's current or previous losses are given more weight than its future outlook. Under that standard, our three-year historical cumulative loss was a significant negative factor. We have evaluated the sustainability of our deferred tax assets on our balance sheet which includes the assessment of cumulative income or losses over recent prior periods. Based on ASC 740 guidelines, we determined a full valuation allowance to be appropriate. We wi ll continue to assess the likelihood that our deferred tax assets will be realizable at each reporting period and our valuation allowance will be adjusted accordingly, which could materially impact our financial position and results of operations.

Postretirement Benefits Obligations and Costs
We provide certain health care and other benefits for retired employees hired before April 1, 2001, who have fulfilled eligibility requirements at age 55 with 15 years of continuous service. Postretirement benefit liabilities are determined by actuaries using assumptions about the discount rate and health care cost-trend rates. Thus, a significant increas e or decrease in interest rates could have a significant impact on our operating results.

Other
We have reserves for other loss exposures, such as litigation, product liability, workers' compensation, inventory and accounts receivable. Establishing loss reserves for these matters requires the use of estimates and judgment in regards to risk exposure and ultimate liability. We estimate losses under the programs using consistent and appropriate methods; however, changes in assumptions could materially affect our recorded liabilities for loss.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have market risk exposure to our ARS, which is described in further detail in Note 4.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures
We maintain "disclosure controls and procedures", as such term is defined under Securities Exchange Act of 1934, as amended ("Exchange Act") Rule 13a-15(e), that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's disclosure control objectives.

We have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this Report (the "Evaluation Date"). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

< div style="line-height:120%;text-align:left;font-size:9pt;">*Changes in Internal Control Over Financial Reporting*
There were no changes in our internal control over financial reporting [as defined in Exchange Act Rule 13a-15(f)] that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various legal proceedings which are ordinary routine litigation incidental to our business, som e of which are covered in whole or in part by insurance. While it is impossible to estimate with certainty the ultimate legal and financial liability with respect to this litigation, we believe that while the final resolution of any such litigation may have an impact on our results for a particular reporting period, the ultimate disposition of such litigation will not have any material adverse effect on our financial position, results of operations or liquidity.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On D ecember 19, 2007, the Board of Directors authorized the repurchase of outstanding shares of our common stock, depending on market conditions, for an aggregate consideration of up to $60 million. There is no time restriction on this authorization. During the first quarter of Fiscal 2011, 8,303 shares were repurchased under this authorization for an aggregate consideration of approximately $89,000. These shares were repurchased from employees who vested in Winnebago shares during the quarter and elected to pay their payroll tax via shares as opposed to cash.

This table provides information with respect to purchases by us of shares of our common stock during each fiscal month of the first quarter of Fiscal 2011:

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Period	Total Number of Shares Purchased	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs< /font>
08/29/10 - 10/02/10	—	—	—	$ 59,334,000
10/03/10 - 10/30/10	8,303	$ 10.77	8,303	$ 59,244,000
10/31/10 - 11/27/10	—	—	—	$ 59,244,000
Total	8,303	$ 10.77	8,303	$ 59,244,000

Item 6. Exhibits

31.1 Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated December 23, 2010.

31.2 Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated December 23, 2010.

32.1 Certification by the Chief Executive Officer pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated December 23, 2010.

32.2 Certification by the Chief Financial Officer pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated December 23, 2010.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WINNEBAGO INDUSTRIES, INC.
(Registrant)

Date	December 23, 2010	/s/ Robert J. Olson
		Robert J. Olson
		Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)
Date	December 23, 2010	/s/ Sarah N. Nielsen
		Sarah N. Nielsen
		Chief Financial Officer (Principal Financial Officer)

Exhibit 31.1

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert J. Olson, Chief Executive Officer of Winnebago Industries, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Winnebago Industries, Inc. (the "Registrant");
2. Based on my knowledge, this Quarterly Report does n ot contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements and other financial information included in this Quarterly Report fairly present in all m aterial respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting as define d in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:
   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Registrant is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prep ared;
   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this Quarterly Report based on such evaluation;
   d. disclosed in this Quarterly Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's first fiscal quarter in this case) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting;
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's Board of Directors (or persons performing the equivalent functions):
   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   b. any fraud, whether or not material, that involved management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: December 23, 2010

/s/ ROBERT J. OLSON
< /td>

Robert J. Olson
Chief Executive Officer

Exhibit 31.2

**CERTIFICATION BY CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Sarah N. Nielsen, Chief Financial Officer of Winnebago Industries, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Winnebago Industries, Inc. (the "Registrant");

2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;

3. Based on my knowledge, the fina ncial statements and other financial information included in this Quarterly Report fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Registrant is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed un der our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Quarterly Report o ur conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this Quarterly Report based on such evaluation;

    d. disclosed in this Quarterly Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registra nt's first fiscal quarter in this case) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting;

5. The Registrant's other certifyin g officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's Board of Directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involved management or other employees who have a significant role in the Registrant's internal control over financial reporting.
    < /td>

Date: December 23, 2010	/s/ SARAH N. NIELSEN
	Sarah N. Nielsen
	Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)< /div>

In connection with this Quarterly Report on Form 10-Q of Winnebago Industries, Inc. for the period ended November 27, 2010, I, Robert J. Olson, Chairman of the Board, Chief Executive Officer and President of Winnebago Industries, Inc., certify that pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

a. This Quarterly Report on Form 10-Q ("periodic report") of Winnebago Industries, Inc. (the "issuer"), for the quarter ended November 27, 2010 as filed with the Securities and Exchange Commission on the date of this certificate, which this statement accompanies, fully complies with the requirements of Section 13(a) or 15(d) of th e Securities Exchange Act of 1934, and

b. the information contained in this periodic report fairly represents, in all material respects, the financial condition and results of operations of the issuer.

Date:	December 23, 2010	/s/ ROBERT J. OLSON
		Robert J. Ol son
		Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)< /div>

In connection with this Quarterly Report on Form 10-Q of Winnebago Industries, Inc. for the period ended November 27, 2010, I, Sarah N. Nielsen, Chief Financial Officer of Winnebago Industries, Inc., certify that pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

a. This Quarterly Report on Form 10-Q (“periodic report”) of Winnebago Industries, Inc. (the “issuer”), for the quarter ended November 27, 2010 as filed with the Securities and Exchange Commission on the date of this certificate, which this statement accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and

b. the information contained in this periodic report fairly represents, in all material respects, the financial condition and results of operations of the issuer.

Date: December 23, 2010

/s/ SARAH N. NIELSEN
Sarah N. Nielsen
Chief Financial Officer