SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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	OMB Number:	3235-0287
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	hours per response:	0.5

Obligations may Instruction 1(b).	continue. See	Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:		0.5		
		T lieu	or Section 30(h) of the Investment Company Act of 1940	-				
1. Name and Address of Reporting Person* <u>Hazelton Brian Daniel</u> (Last) (First) (Middle) WINNEBAGO INDUSTRIES, INC.		(Middle)	2. Issuer Name and Ticker or Trading Symbol <u>WINNEBAGO INDUSTRIES INC</u> [WGO] 3. Date of Earliest Transaction (Month/Day/Year) 10/13/2021		all applicab Director Officer (giv below)	,	10% Owner Other (speci below)	
P.O. BOX 152 (Street) FOREST CITY (City)	(State)	50436 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X	Form filed Form filed Person	t/Group Filing by One Repor by More than	ting Person	
	Tak	ala I. Non Dariya	tive Securities Acquired Dispaced of an Band	ininlly	Owned			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)		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)				(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	10/13/2021		F		389(1)	D	\$75.75	29,969	D	

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	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)				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			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 10/13/20 under the Winnebago Industries, Inc. 2019 Omnibus Incentive Plan, which is a Section 16(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 Bogart, Senior Vice President, General Counsel, Secretary and Corporate **Responsibility** ** Signature of Reporting Person

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.

10/15/2021

Date

Check this box if no longer subject \frown to Section 16. Form 4 or Form 5