

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

**FORM 8-K**

**Current Report**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) March 30, 2005

Winnebago Industries, Inc.

(Exact Name of Registrant as Specified in Its Charter)

<u>Iowa</u>	<u>001-06403</u>	<u>42-0802678</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<u>P.O. Box 152, Forest City, Iowa</u>		<u>50436</u>
(Address of Principal Executive Offices)		(Zip Code)

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

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

The Human Resources Committee of the Board of Directors of Winnebago Industries, Inc. (the "*Company*") recommended, and the full Board of Directors approved, effective February 1, 2005, an increase in the annual retainer for non-employee directors to \$25,000 per year and an increase in fees for Board and Committee meetings attended in person to \$1,000 per meeting day, with an increase in the additional fees for Committee chairman to \$2,000 for meetings attended in person.

A Summary of Director Compensation reflecting the above-referenced actions of the Board of the Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit Number	Description
99.1	Summary of Director Compensation

**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 hereunto duly authorized.

By: /s/ Bruce D. Hertzke

Name: Bruce D. Hertzke

Title: Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Summary of Director Compensation

### Summary of Director Compensation

Employee directors receive no additional compensation for serving on the Board of Directors of Winnebago Industries, Inc. (the “*Company*”) or Committees of the Board. Non-employee directors receive a retainer of \$2,083.34 per month or \$25,000 per year, a \$1,000 per day attendance fee for Board and Committee meetings attended in person (Committee Chairmen receive a \$2,000 attendance fee for Committee meetings attended in person, which fee is in addition to other Board and Committee attendance fees) and a \$500 fee for participation in any Board or Committee meetings held telephonically. Directors are also reimbursed for customary and usual travel expenses.

In addition, each non-employee director under the Company’s 2004 Incentive Compensation Plan (the “*Incentive Compensation Plan*”) annually receives options for 4,000 shares of the Company’s Common Stock. Newly elected non-employee directors are granted non-qualified stock options for 10,000 shares of the Company’s Common Stock.

Under the Company’s Directors’ Deferred Compensation Plan (the “*Directors’ Deferred Compensation Plan*”), each of the non-employee directors may elect to receive their fees and retainers as members of the Board of Directors and Committees of the Board in a form other than as direct payments.

The Incentive Compensation Plan and the Directors’ Deferred Compensation Plan and the forms of awards thereunder are filed as exhibits to the Company’s Annual Report on Form 10-K and the compensation, plans and agreements referenced above are discussed in further detail in the Company’s Proxy Statement relating to its Annual Meeting of Shareholders.

---