SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB	APPROVAL	

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to Section 16. Form 4 or Form 5 obligations may continue. See

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

	Idress of Reportin	•	2. Issuer Name and Ticker or Trading Symbol WINNEBAGO INDUSTRIES INC [WGO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
west Chins	stopher Davi	<u>u</u>			Director	10% Owner		
(Last)	(First)	(Middle)		X	Officer (give title below)	Other (specify below)		
	GO INDUSTRI	. ,	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2022	1	SVP-OPERA	TIONS		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fil	ing (Check Applicable		
EDEN	MN	MN 55347		X	Form filed by One Re	eporting Person		
PRAIRIE	IVII V	55577			Form filed by More th Person	an One Reporting		
(City)	(State)	(Zip)						
		Table I - Non-De	rivative Securities Acquired, Disposed of, or Bene	ficially	/ Owned			

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock, \$.50 par value	12/17/2022		F		441(1)	D	\$53.11	32,608	D	
Common Stock, \$.50 par value	12/17/2022		F		126 ⁽¹⁾	D	\$53.11	32,482	D	

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)		of Deriv	r osed) :. 3, 4	Expiration Da	Expiration Date (Month/Day/Year)		te Amount of		Amount of Derivative Securities Security Underlying (Instr. 5) Derivative Security (Instr.		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 12/17/2019 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 of the Company in order to meet the reporting person's tax obligation incurred upon the vesting of such restricted stock award.

/s/ Stacy L. Bogart, SVP,
General Counsel and
Secretary, Attorney-in-Fact

** Signature of Reporting Person Date

12/20/2022

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.