

SCHEDULE 13D

under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

WINNEBAGO INDUSTRIES, INC.  
(Name of Issuer)

COMMON STOCK, \$.50 PAR VALUE  
(Title of Class of Securities)

974637100  
(CUSIP Number)

WILLIAM M. LIBIT, ESQ.  
CHAPMAN AND CUTLER  
111 WEST MONROE STREET  
CHICAGO, ILLINOIS 60603  
(312) 845-2981

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

APRIL 5, 2002  
(Date of Event which Requires  
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("ACT") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 974637100  
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(1) Names of Reporting Persons  
S.S. or I.R.S. Identification Nos. of Above Person

Hanson Capital Partners, L.L.C. I.R.S. Identification No. 52-2286575  
Luise V. Hanson SS# ###-##-####  
John V. Hanson SS# ###-##-####  
Mary Joan Boman SS# ###-##-####  
Paul D. Hanson SS# ###-##-####

(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [X]  
(b) [ ]

(3) SEC Use Only

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(4) Source of Funds

Not applicable.

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(5) Check if Disclosure of Legal Proceedings is Required Pursuant to  
Items 2(d) or 2(e)

[ ]

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(6) Citizenship or Place of Organization

Hanson Capital Partners, L.L.C. is a Delaware limited liability  
company.

Luise V. Hanson, John V. Hanson, Mary Joan Boman and Paul D. Hanson are  
United States citizens.

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(7) Sole Voting Power  
Hanson Capital Partners, L.L.C. 5,296,306 shares (28.2%)  
Luise V. Hanson 5,296,306 shares (28.2%)  
John V. Hanson 16,130 (includes 100 shares owned by wife, and 16,000 shares which John V. Hanson has a right to acquire)\*  
Mary Joan Boman 150,922 (includes 92,751 shares owned by husband, Gerald E. Boman, and 16,000 shares which Gerald E. Boman has the right to acquire)\*  
Paul D. Hanson 160 shares\*  
\*less than 1.0 percent.

NUMBER OF  
SHARES  
BENEFICIALLY

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(8) Shared Voting Power  
Not Applicable

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

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(9) Sole Dispositive Power  
Hanson Capital Partners, L.L.C. 5,296,306 shares (28.2%)  
Luise V. Hanson 5,296,306 shares (except that disposition of all or substantially all of these shares requires the unanimous approval of all members of Hanson Capital Partners, L.L.C.) (28.2%)  
John V. Hanson 16,130 (includes 100 shares owned by wife, and 16,000 shares which John V. Hanson has a right to acquire)\*  
Mary Joan Boman 150,922 (includes 92,751 shares owned by husband, Gerald E. Boman, and 16,000 shares which Gerald E. Boman has the right to acquire)\*  
Paul D. Hanson 160 shares\*  
\*less than 1.0 percent.

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(10) Shared Dispositive Power  
See (9) above.

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

See (7) and (9) above.

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

[ ]

(13) Percent of Class Represented by Amount in Row (11)

See (7) and (9) above.

(14) Type of Reporting Person (See Instructions)

Hanson Capital Partners, L.L.C., CO.

Luise V. Hanson, IN; John V. Hanson, IN; Mary Joan Boman, IN; Paul D. Hanson, IN

#### ITEM 1. SECURITY AND ISSUER

The class of securities to which this statement relates is Common Stock, \$.50 par value (the "COMMON STOCK"), of Winnebago Industries, Inc. ("WINNEBAGO"), an Iowa corporation. The address of Winnebago's principal executive offices is P.O. Box 152, Forest City, Iowa 50436.

#### ITEM 2. IDENTITY AND BACKGROUND

This statement is being filed by Hanson Capital Partners, L.L.C., Luise V. Hanson, John V. Hanson, Mary Joan Boman and Paul D. Hanson. Hanson Capital Partners, L.L.C. ("HCP") is a Delaware limited liability company which is currently comprised of two members, the Luise V. Hanson Qualified Terminable Interest Property Marital Deduction Trust (the "QTIP TRUST") and the Luise V. Hanson Revocable Trust dated September 22, 1984 (the "REVOCABLE TRUST"). The business address for HCP is c/o Mr. John V. Hanson, 7019 SE Harbor Circle, Stuart, Florida 34996. The business address for the QTIP Trust is c/o Ms. Linda K. Johnson, Manufacturers Bank and Trust Company, 245 East J Street, P.O. Box 450, Forest City, Iowa 50436. The business address for the Revocable Trust is c/o Mr. John V. Hanson, 7019 SE Harbor Circle, Stuart, Florida 34996. The general purpose of HCP is to provide a business structure for the members of the family of Luise V. Hanson and trusts to enable them to pool and invest assets under consolidated ownership and management. Mrs. Luise V. Hanson is retired and her address for business purposes is c/o Ms. Linda K. Johnson, Manufacturers Bank and Trust Company, 245 East J Street, P.O. Box 450, Forest City, Iowa 50436. Mr. John V. Hanson is retired and his residence address is 7019 SE Harbor Circle, Stuart, Florida 34996. Mrs. Mary Joan Boman is retired and her residence address is 743 S.W. Thornhill Lane, Palm City, Florida 34990. Mr. Paul D. Hanson is retired and his residence address is 60 W. Pelican Street, #106, Naples, Florida 33962.

Luise V. Hanson is the trustee under the Revocable Trust which has a 64.4% membership interest in HCP. The John V. Hanson Family Trust, of which John V. Hanson and Mary Joan Boman are co-trustees and John V. Hanson is the beneficiary, has a .2% membership interest in HCP. The Paul D. Hanson Family Trust, of which Paul D. Hanson, John V. Hanson and Mary Joan Boman are co-trustees and Paul D. Hanson is the beneficiary, has a .2% membership interest in HCP. The Mary Joan Boman Family Trust, of which John V. Hanson and Mary Joan Boman are co-trustees and Mary Joan Boman is the beneficiary, has a .2% membership interest in HCP. John V. Hanson, Mary Joan Boman, Paul D. Hanson and Bessemer Trust Company, N.A. are co-trustees under the QTIP Trust which has a 34.9% membership interest in HCP.

None of HCP, Luise V. Hanson, John V. Hanson, Mary Joan Boman, and Paul D. Hanson has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Further, none of HCP, Luise V. Hanson, John V. Hanson, Mary Joan Boman and Paul D. Hanson has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in any of the foregoing being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

Luise V. Hanson, John V. Hanson, Mary Joan Boman and Paul D. Hanson are United States citizens.

#### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

NOT APPLICABLE. This amendment is being filed to report a change in the direct and indirect beneficial ownership by HCP and Luise V. Hanson of an aggregate of 2,100,000 shares of Common Stock as a result of the sale by HCP of 2,100,000 shares of Common Stock. Reference is made to Item 4 for a description of the transaction.

#### ITEM 4. PURPOSE OF TRANSACTION

On April 5, 2002 HCP sold 2,100,000 shares of Common Stock to Winnebago for an aggregate purchase price of \$77,700,000 or \$37.00 per share.

The QTIP Trust, the Revocable Trust, the John V. Hanson Family Trust, the Paul D. Hanson Family Trust and the Mary Joan Boman Family Trust are the only members of HCP. As of the date hereof, the aggregate of 5,296,306 shares of Common Stock are HCP's only significant asset.

The undersigned do not presently have any plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of Winnebago, or the disposition of securities of Winnebago, other than the acquisition or disposition of membership or economic interests in HCP or the disposition by HCP of Winnebago Common Stock from time to time when believed to be in the best interests of HCP's members.

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- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Winnebago or any of its subsidiaries;
  - (c) A sale or transfer of a material amount of assets of Winnebago or any of its subsidiaries;
  - (d) Any change in the present board of directors or management of Winnebago, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
  - (e) Any material change in the present capitalization or dividend policy of Winnebago;
  - (f) Any other material change in Winnebago's business or corporate structure;
  - (g) Changes in Winnebago's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Winnebago by any person;
  - (h) Causing a class of securities of Winnebago to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
  - (i) A class of equity securities of Winnebago becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
  - (j) Any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) HCP is the beneficial owner of 5,296,306 shares of Common Stock, which represent approximately 28.2% of Winnebago's issued and outstanding Common Stock. The Revocable Trust, of which Luise V. Hanson is the trustee, is a member of HCP and has a 64.4% membership interest in HCP.
- (b) Luise V. Hanson has sole voting power with respect to the 5,296,306 shares of Common Stock of which she is the beneficial owner. Luise V. Hanson has dispositive power with respect to the 5,296,306 shares of Common Stock of which she is the beneficial owner, except that disposition of all or substantially all of those shares requires the unanimous approval of all members of HCP.
- (c) Except for the transactions described in Item 4, none of the Estate, HCP, Luise V. Hanson, John V. Hanson, Mary Joan Boman or Paul D. Hanson has had any transactions in Common Stock during the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR  
RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Hanson Capital Partners L.L.C. Limited Liability Company Agreement provides that members of HCP shall manage HCP and any action taken by the members under such Agreement requires the consent of members representing a majority of the member percentage interests, except that certain actions, such as the disposition of all or substantially all of HCP's assets, requires the unanimous approval of all members of HCP.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 99.1. General Power of Attorney of Luise V. Hanson designating John V. Hanson as her Attorney-in-Fact.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HANSON CAPITAL PARTNERS, L.L.C.

April 15, 2002

(Date)

/s/ John V. Hanson

John V. Hanson, Attorney-in-Fact for  
Luise V. Hanson, as Trustee of the Luise V.  
Hanson Revocable Trust dated  
September 22, 1984



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 15, 2002

/s/ John V. Hanson

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(Date)

John V. Hanson  
Attorney-in-Fact for Luis V. Hanson

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 15, 2002

/s/ Mary Joan Boman

(Date)

Mary Joan Boman

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 15, 2002

/s/ John V. Hanson

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(Date)

John V. Hanson

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 15, 2002

/s/ Paul D. Hanson

(Date)

Paul D. Hanson

RE-RECORDED
INST NO. 01-1558
HANCOCK COUNTY, IOWA
FILED FOR RECORD
01 JUL -9 AM 9:37
CARMIN THORSON, RECORDER

PREPARER INFORMATION

Bruce I. Campbell, 666 Walnut, Suite 2500, Des Moines, IA 50309 313 288-2500

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Individual's Name Street Address City Phone
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[LOGO] SPACE ABOVE THIS LINE
IOWA STATE FOR RECORDER
BAR ASSOCIATION

GENERAL POWER OF ATTORNEY

1. Designation of Attorney-in-Fact.

I, Luise V. Hanson, of 905 Highway 69 South, Forest City, IA 50436 appoint John V. Hanson of Jensen Beach, Florida my Attorney-in-Fact. In the event my Attorney-in-Fact is unable to serve for any reason, I name Mary Joan Boman, of Palm City, Florida, as successor to my Attorney-in-Fact.

I hereby revoke any and all general powers of attorney that may have been previously executed by me, but specifically excepting any powers of attorney for health care decisions which I may have previously executed.

2. Powers of Attorney-in-Fact.

My Attorney-in-Fact shall have full power and authority to manage and conduct all of my affairs, with full power and authority to exercise or perform any act, power, duty, right or obligation I now have or may hereafter acquire the legal right, power and capacity to exercise or perform. The power and authority of my Attorney-in-Fact shall include, but not be limited to, the power and authority:

- A. To buy, acquire, obtain, take or hold possession of any property or property rights and to retain such property, whether income producing or non-income producing;
B. To sell, convey, lease, manage, care for, preserve, protect, insure, improve, control, store, transport, maintain, repair, remodel, rebuild and in every way deal in and with any of my property or property rights, now or hereafter owned by me, and to establish and maintain reserves for improvements, upkeep and obsolescence; to eject or remove tenants or other persons and to recover possession of such property. This includes the right to convey or encumber my homestead legally described as follows:
C. To pay my debts; to borrow money, mortgage and grant security interests in property; to complete, extend, modify or renew any obligations, either secured, unsecured, negotiable or non-negotiable, at a rate of interest and upon terms satisfactory to my Attorney-in-Fact; to lend money, either with or without collateral; to extend or secure credit; and to guarantee and insure the performance and payment of obligations of another person or entity;
D. To open, maintain or close accounts, brokerage accounts, savings and checking accounts; to purchase, renew or cash certificates of deposit; to conduct any business with any banking or lending institution in regard to any of my accounts or certificates of deposit; to write checks, make deposits, make withdrawals and obtain bank statements, passbooks, drafts, money orders, warrants, certificates or vouchers payable to me by any person or entity, including the United States of America, and expressly including the right to sell or cash U.S. Treasury Securities and Series E, EE and H and HH Bonds;
E. To have full access to any safety deposit boxes and their contents;
F. To pay all city, county, state or federal taxes and to receive appropriate receipts therefore; to prepare, execute, file and obtain from the government income and other tax returns and other governmental reports, applications, requests and documents; to take any appropriate action to minimize, reduce or establish non-liability for taxes; to sue or take appropriate action for refunds of same; to appear for me before the Internal Revenue Service or any other taxing authority in connection with any matter involving federal, state or local taxes in which I may be a party, giving my Attorney-in-Fact full power to do everything necessary to be done and to receive refund checks; to execute waivers of the statute of limitations and to execute closing agreements on my behalf;

G. To act as proxy, with full power of substitution, at any corporate meeting and to initiate corporate meetings for my benefit as stockholder, in respect to any stocks, stock rights, shares, bonds, debentures or other investments, rights or interests;

H. To invest, re-invest, sell or exchange any assets owned by me and to pay the assessments and charges therefore; to obtain and maintain life insurance upon my life or upon the life of anyone else; to obtain and maintain any other types of insurance policies; to continue any existing plan of insurance or investment;

I. To defend, initiate, prosecute, settle, arbitrate, dismiss or dispose of any lawsuits, administrative hearings, claims, actions, attachments, injunctions, arrests or other proceedings, or otherwise participate in litigation which might affect me;

J. To carry on my business or businesses; to begin new businesses; to retain, utilize or increase the capital of any business; to incorporate or operate as a general partnership, limited partnership or sole proprietorship any of my businesses;

K. To employ professional and business assistants of all kinds, including, but not limited to, attorneys, accountants, real estate agents, appraisers, salesmen and agents;

L. To apply for benefits and participate in programs offered by any governmental body, administrative agency, person or entity;

M. To transfer to the trustee of any revocable trust created by me, if such trust is in existence at the time, any and all property of mine (excepting property held by me and any other person as joint tenants with full rights of survivorship), which property shall be held in accordance with the terms and provisions of the agreement creating such trust;

N. To disclaim any interest in property passing to me from person or entity;

O. To make gifts of any of my property or assets to members of my family; and to make gifts to such other persons or religious, educational, scientific, charitable or other nonprofit organizations to whom or to which I have an established pattern of giving; provided, however, that my Attorney-in-Fact may not make gifts of my property to himself or herself. I appoint Raymond M. Beebe of Forest City, Iowa as my Attorney-in-Fact solely for the purpose of determining if a gift of my property to the Attorney-in-Fact appointed and acting hereunder is appropriate and to make any such gifts which are appropriate.

### 3. Construction.

This Power of Attorney is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts or powers shall not limit or restrict the general and all-inclusive powers that I have granted to my Attorney-in-Fact. All references to property or property rights herein shall include all real, personal, tangible, intangible or mixed property. Words and phrases set forth in this Power of Attorney shall be construed as in the singular or plural number and as masculine, feminine or neuter gender according to the context.

Any authority granted to my Attorney-in-Fact, however, shall be limited so as to prevent this Power of Attorney (a) from causing my Attorney-in-Fact to be taxed on my income; (b) from causing my estate to be subject to a general power of appointment (as that term is defined by Section 2041, Internal Revenue Code of 1986, as amended) by my Attorney-in-Fact; and (c) from causing my Attorney-in-Fact to have any incidents of ownership (within the meaning of Section 2042 of the Internal Revenue Code of 1986, as amended) with regard to any life insurance policies on the life of my Attorney-in-Fact.

### 4. Liability of Attorney-in-Fact.

My Attorney-in-Fact shall not be liable for any loss sustained through an error of judgment made in good faith, but shall be liable for willful misconduct or breach of good faith in the performance of any of the provisions of this power of attorney.

### 5. Compensation of Attorney-in-Fact.

The Attorney-in-Fact understands that this power of attorney is given without any express or implied promise of compensation to said Attorney-in-Fact. Any services performed as my Attorney-in-Fact will be done

without compensation, either during my lifetime or upon my death, but the Attorney-in-Fact shall be entitled to reimbursements for all reasonable expenses incurred as a result of carrying out any provisions of this power of attorney.

6. Accounting by Attorney-in-Fact.

Upon my request of any conservator appointed on my behalf or the personal representative of my estate, my Attorney-in-Fact shall provide a complete accounting as to all acts performed pursuant to this power of attorney.

7. Effective Date and Durability.

N.B. DELETE INAPPROPRIATE PORTIONS OF THE FOLLOWING PARAGRAPH. IF NO DELETIONS ARE MADE, THE PROVISIONS SET FORTH IN PARAGRAPHS B AND C SHALL BE DEEMED TO HAVE BEEN DELETED.

A. This Power of Attorney shall be effective immediately, shall not be affected by my disability,

and shall continue effective until my death; provided, however, that this Power of Attorney may be revoked by me as to my Attorney-in-Fact at any time by written notice to such Attorney-in-Fact.

Dated July 10, 1996, at Forest City, Iowa

/s/ Luise V. Hanson  
Luise V. Hanson

STATE OF IOWA, Hancock COUNTY, ss:

On this 10th day of July, 1996 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Luise V. Hanson, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person executed the same as such person's voluntary act and deed.

/s/ Raymond M. Beebe,  
Notary Public in and for said State.

[STATE OF IOWA]  
[NOTARY SEAL]