FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
OMB Number:	3235-0287
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0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Nielsen (Last)	Sarah N (F AGO INI	irst) (DUSTRIES, INC.	(Middle)		3. Da 10/0	NN ate o	f Earlies	GO I	action (M	onth/I	Symbol IES IN(Day/Year) (Month/Da			(Ci	neck all ap Dire X Offic belo VP Individual ce E) X Forr	olicable) ctor er (give title w) and Chief I or Joint/Group n filed by One n filed by Moi		Owner (specify) cer
(City)	(S	itate) ((Zip)												100			
		Tab	le I - Noi	n-Deriv	ative	Sec	curitie	s Acq	juired,	Dis	posed o	f, or	Bene	ficia	ly Own	ed		
1. Title of Se	ecurity (Ins	tr. 3)		2. Transa Date (Month/D		r) E	A. Deem xecution any Month/D		3. Transa Code (8)						I Secur Benef	icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A (C	() or ()	Price	Trans	action(s) 3 and 4)		(111501.4)
Common S	Stock, \$.5	0 par value		10/09	/2012				Α		1,364(1)	A	\$0.0	0 1	6,891	D	
Common S	Stock, \$.5	0 par value		10/09	/2012				A		5,695(2)	A	\$0.0	0 2	2,586	D	
Common S	Stock, \$.5	0 par value		10/10	/2012				A		9,000	3)	A	\$0.0	0 3	1,586	D	
		Ta	able II - I)								sed of, onvertib				Owned			
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	n Date, ay/Year) _	4. Transac Code (If 8)	nstr.	5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instrand 5	ative rities ired rosed 3, 4	6. Date E Expiratio (Month/D	n Date	•	7. Title	int of ities rlying ative rity (Ins	unt	3. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Granted under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Incentive Compensation Plan for Fiscal Year 2012.
- 2. Granted under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Long-Term Incentive Plan for Fiscal Three-Year Period 2010, 2011 and 2012.
- 3. Granted under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan. Restricted shares vest in annual increments of one-third beginning 10/10/2013.

/s/ Scott C. Folkers, Secretary,

Winnebago Industries, Inc. 10/11/2012

under Power of Attorney

** Signature of Reporting Person Date

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.

LIMITED POWER OF ATTORNEY

BE IT KNOWN, that Sarah N. Nielsen has made and appointed, and by these presents does make and appoint, Scott C. Folkers, acting individually, in his capacity as compliance officer for Winnebago Industries, Inc., true and lawful attorney for him and in his name, place and stead, for the following specific and limited purposes only:

> To sign any and all documents required by the Securities and Exchange Commission to ensure compliance with the rules and regulations thereof by me in connection with any transactions I may complete involving the stock of Winnebago Industries, Inc.

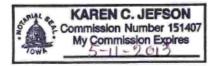
giving and granting said attorney full power and authority to do and perform all and every act and thing whatsoever necessary to be done in and about the specific and limited premises set out herein as fully, to all intents and purposes, as might or could be done if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of October, 2012.

Sarah N. Nielsen	
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STATE OF IOWA COUNTY OF HANCOCK

The foregoing instrument was acknowledged by me this 8th day of October, 2012, by Sarah N. Nielsen who is personally known by me and who did not take an oath.



/s/ Karen C. Jefson Notary Public State of IOWA

My Commission Expires: <u>5-11-2013</u>