SEC Form 4

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FORM 4

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

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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- 400	.

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

1	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol WINNEBAGO INDUSTRIES INC [WGO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>Hughes Bryan L</u>				Director 10% Owner							
(Last) WINNEBAG) (First) (Middle) INEBAGO INDUSTRIES, INC.		3. Date of Earliest Transaction (Month/Day/Year) 10/11/2022	X Officer (give title below) Other (specify below) SVP & CHIEF FINANCIAL OFFICER							
13200 PIONE	EER TRAIL										
	EDEN PRAIRIE MN 55347		 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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 Reported Transaction(s) (Instr. 3 and 4)			(1130. 4)				
Common Stock, \$.50 par value	10/11/2022		A		6,279(1)	A	\$ <mark>0</mark>	46,043	D	
Common Stock, \$.50 par value	10/11/2022		A		11,636	A	\$56.09	57,679	D	
Common Stock, \$.50 par value	10/11/2022		F		3,302	D	\$56.09	54,377	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 Deriva Securi Acquir (A) or Dispos of (D)	Derivative Securities Acquired A) or Disposed of (D) Instr. 3, 4		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$56.09	10/11/2022		Α		6,305		(2)	10/11/2032	Common Stock	6,305	\$56.09	6,305	D	

Explanation of Responses:

1. Granted 10/11/2022 under the Winnebago Industries, Inc. 2019 Omnibus Incentive Plan. Restricted stock units vest in annual increments of one-third beginning on 10/11/2023.

2. Stock options vest in annual increments of one-third beginning of 10/11/2023.

/s/ Stacy L. Bogart, SVP,

General Counsel and Secretary, 10/13/2022 Attorney-in-Fact ** 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.