FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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			or Section 30(h) of the Investment Company Act of 1940			
1. Name and Addres <u>OLEARY WI</u>	1 0	son*	2. Issuer Name and Ticker or Trading Symbol <u>WINNEBAGO INDUSTRIES INC</u> [WGO]		tionship of Reporting F all applicable) Director Officer (give title	Person(s) to Issuer 10% Owner Other (specify
(Last) WINNEBAGO I P.O. BOX 152	(First) (Middle) GO INDUSTRIES, INC. 52	3. Date of Earliest Transaction (Month/Day/Year) 10/09/2012		below) below) VP-Product Development		
(Street) FOREST CITY (City)	IA (State)	50436 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fi Form filed by One R Form filed by More t Person	1 0

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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock, \$.50 par value	10/09/2012		A		1,369(1)	A	\$0.00	24,356	D			
Common Stock, \$.50 par value	10/09/2012		F		494	D	\$12.47	23,912	D			
Common Stock, \$.50 par value	10/09/2012		A		5,777 ⁽²⁾	A	\$0.00	29,689	D			
Common Stock, \$.50 par value	10/09/2012		F		1,874	D	\$12.47	27,815	D			
Common Stock, \$.50 par value	10/10/2012		A		9,000 ⁽³⁾	A	\$0.00	36,815	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date.	4. Transa	action			6. Date Exerc Expiration Da	7. Title and Amount of		8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect	
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code (8)	Instr.	Secur Acqu (A) or Dispo of (D) (Instr	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed		Securities Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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/ S<u>cott C. Folkers, Secretary</u>, Winnebago Industries, Inc. under Power of Attorney Date

10/11/2012

** Signature of Reporting Person

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 William J. O'Leary 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.

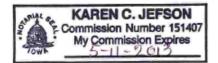
IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of October, 2012.

/s/ William J. O'Leary William J. O'Leary

STATE OF IOWA

)ss: COUNTY OF HANCOCK)

The foregoing instrument was acknowledged by me this 8th day of October, 2012, by William J. O'Leary who is personally known by me and who did not take an oath.



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/s/ Karen C. Jefson Notary Public State of IOWA My Commission Expires: <u>5-11-2013</u>