SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BOGART STACY L	WINNEBAGO INDUSTRIES INC [WGO]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last)	(First)	(Middle)
WINNEBAGO INDUSTRIES, INC.		
13200 PIONEER TRAIL		

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2023

SVP-GENERAL COUNSEL

(Street)

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)

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock, $.50 par value	10/12/2023		F		363[(1)]	D	$57.18	48,397	D	
Common Stock, $.50 par value	10/12/2023		F		69[(1)]	D	$57.18	48,328	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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				

Explanation of Responses:

1. Upon the annual incremental vesting of a restricted stock unit award granted 10/12/2022 under the Winnebago Industries, Inc. 2019 Omnibus Equity, Performance Awards, and Incentive Compensation Plan, which is a Section l 6(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, to be withheld by the Company in order to meet the reporting person's tax obligation incurred upon the vesting of such restricted stock unit award.

/s/ Stacy L. Bogart, SVP, General Counsel and Secretary	10/13/2023
** Signature of Reporting Person	Date