

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Nielsen Sarah N</u><br><br>(Last) (First) (Middle)<br>WINNEBAGO INDUSTRIES, INC.<br>P.O. BOX 152<br><br>(Street)<br>FOREST CITY IA 50436<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>WINNEBAGO INDUSTRIES INC [ WGO ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP and Chief Financial Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/12/2015</u>                  |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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   | 10/12/2015                           |  | F                              |   | 1,529 <sup>(1)</sup>  | D          | \$19.85 | 36,627  | D  |   |
| Common Stock, \$.50 par value   | 10/13/2015                           |  | A                              |   | 15,000 <sup>(2)</sup>   | A          | \$0.00  | 51,627  | D  |   |
| Common Stock, \$.50 par value   | 10/13/2015                           |  | A                              |   | 4,112 <sup>(3)</sup>  | A          | \$19.85 | 55,739  | D  |   |
| Common Stock, \$.50 par value   | 10/13/2015                           |  | F                              |   | 1,372   | D          | \$19.85 | 54,367  | D  |   |
| Common Stock, \$.50 par value   | 10/13/2015                           |  | A                              |   | 1,489 <sup>(4)</sup>  | A          | \$19.85 | 55,856  | D  |   |
| Common Stock, \$.50 par value   | 10/13/2015                           |  | F                              |   | 497   | D          | \$19.85 | 55,359  | 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) |   |  |  |   |  |

**Explanation of Responses:**

- Upon the annual incremental vesting of a restricted stock award granted 10/10/2012 under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan, which is a Section 16(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 reporting person's tax obligation incurred upon the vesting of such restricted stock award.
- Granted 10/13/2015 under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Compensation Plan. Restricted shares vest in annual increments of one-third beginning 10/13/2016.
- Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Long-Term Incentive Plan for Fiscal Three-Year Period 2013, 2014, and 2015.
- Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Incentive Compensation Plan for Fiscal Year 2015.

/s/ Scott C. Folkers, Secretary,  
Winnebago Industries, Inc. 10/14/2015  
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.