SEC Form 4

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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

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Addres	s of Reporting Persor DBERT L)*)	2. Issuer Name and Ticker or Trading Symbol <u>WINNEBAGO INDUSTRIES INC</u> [WGO]		tionship of Reporting Perso all applicable) Director	10% Owner						
(Last) WINNEBAGO I P.O. BOX 152	INNEBAGO INDUSTRIES, INC.,		3. Date of Earliest Transaction (Month/Day/Year) 07/01/2004	X	Officer (give title below) VP-Administr	Other (specify below) ation						
(Street) FOREST CITY (City)	IA (State)	50436 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person						

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 Disposed Of (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	07/01/2004		М		4,000	Α	\$10.81	17,356	D	
Common Stock, \$.50 par value	07/01/2004		S		4,000	D	\$37.25	13,356	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)		Deri Sec Acq or D of (I	umber of vative urities uired (A) isposed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/\	ate	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)	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		(Instr. 4)		
Stock Options (rights to buy) ⁽¹⁾	\$10.81 ⁽²⁾	10/02/2001 ⁽¹⁾		М			4,000 ⁽²⁾	10/02/2002	10/02/2011	Common Stock	8,000 ⁽²⁾	\$10.81 ⁽¹⁾	4,000 ⁽²⁾	D	

Explanation of Responses:

1. Granted under the Winnebago Industries, Inc. 1997 Stock Option Plan which is a Section 16(b) Plan. 4,000 shares are currently exercisable with remaining 4,000 shares to become exercisable on or after 10/2/04.

2. Amount of shares and exercise price reflect effect of two-for-one stock split of Winnebago common stock on 3/5/04.

/s/Raymond M. Beebe,

Secretary, Winnebago 07/02/2004 Industries, Inc. under Power of <u>Attorney</u>

** 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.

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