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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 or Section 30(h) of the Investment Company Act of 1940

## OMB APPROVAL OMB Number: 3235-0287

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	hours per response:	0.5
	Estimated average burden	

I I Name and Address of Reporting Feison		n*	2. Issuer Name and Ticker or Trading Symbol WINNEBAGO INDUSTRIES INC [ WGO ]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
		( <i>'</i> ,	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2012		Officer (give title below)	Other (specify below)	
P.O. BOX 152							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	Check Applicable	
(Street)				X	Form filed by One Repor	ting Person	
FOREST CITY	IA	50436			Form filed by More than Person	One Reporting	
(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 Benotted	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		Price	Reported Transaction(s) (Instr. 3 and 4)		(1150.4)

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		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				
Winnebago Stock Units <sup>(1)</sup>	(1)	05/31/2012		A		480 <sup>(2)</sup>		(1)	(1)	Common Stock	480(2)	\$8.9	47,407 <sup>(3)</sup>	D	

Explanation of Responses:

1. Winnebago Stock Units are accrued under the Winnebago Industries, Inc. Directors Deferred Compensation Plan and are to be settled 100% in Winnebago common stock upon the earliest of the following events: reporting person's termination of service as a director, death, disability or a "change in the effective control of the Company" as defined in the Plan pursuant to an election made by reporting person on 12/14/2011.

2. Represents amount of Winnebago Stock Units acquired by reporting person on the transaction date.

3. Represents total amount of Winnebago Stock Units held by reporting person in Winnebago Industries, Inc. Directors Deferred Compensation Plan as of reporting date.

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. 06/04/2012 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.

#### LIMITED POWER OF ATTORNEY

BE IT KNOWN, that Steven Gerald C. Kitch 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.

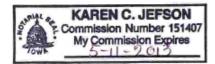
giving and granting said attorney full power and authority to do and perform all and every act and thing whatsoever necessary to be done in and about the specific and limited premises set out herein as fully, to all intents and purposes, as might or could be done if personally present, with full power 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 4th day of June, 2012.

/s/ Gerald C. Kitch Gerald C. Kitch

STATE OF IOWA ) )ss: COUNTY OF HANCOCK )

The foregoing instrument was acknowledged by me this 4th day of June, 2012, by Gerald C. Kitch who is personally known by me and who did not take an oath.



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