

WINNEBAGO INDUSTRIES INC
Form 4
May 09, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOSSETT ROBERT L

2. Issuer Name and Ticker or Trading Symbol
WINNEBAGO INDUSTRIES INC [WGO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2007

____ Director
 Officer (give title below) _____ Other (specify below)
VP-Administration

WINNEBAGO INDUSTRIES, INC., P.O. BOX 152

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

FOREST CITY, IA 50436

(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. 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$50 par value	05/07/2007		M		10,758 (1)	A	\$ 26.495 21,508 D
Common Stock, \$.50 par value	05/07/2007		M		4,166 (2)	A	\$ 26.93 25,674 D
Common Stock, \$.50 par value	05/07/2007		S		5,724	D	\$ 33.3 19,950 D

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Common Stock, \$.50 par value	05/07/2007	S	200	D	\$ 33.31	19,750	D
Common Stock, \$.50 par value	05/07/2007	S	391	D	\$ 33.32	19,359	D
Common Stock, \$.50 par value	05/07/2007	S	3,400	D	\$ 33.35	15,959	D
Common Stock, \$.50 par value	05/07/2007	S	809	D	\$ 33.36	15,150	D
Common Stock, \$.50 par value	05/07/2007	S	800	D	\$ 33.37	14,350	D
Common Stock, \$.50 par value	05/07/2007	S	600	D	\$ 33.38	13,750	D
Common Stock, \$.50 par value	05/07/2007	S	100	D	\$ 33.39	13,650	D
Common Stock, \$.50 par value	05/07/2007	S	200	D	\$ 33.42	13,450	D
Common Stock, \$.50 par value	05/07/2007	S	100	D	\$ 33.43	13,350	D
Common Stock, \$.50 par value	05/07/2007	S	500	D	\$ 33.44	12,850	D
Common Stock, \$.50 par value	05/07/2007	S	121	D	\$ 33.45	12,729	D
	05/07/2007	S	205	D	\$ 33.47	12,524	D

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Common Stock, \$.50 par value								
Common Stock, \$.50 par value	05/07/2007	S	779	D	\$ 33.48	11,745	D	
Common Stock, \$.50 par value	05/07/2007	S	595	D	\$ 33.49	11,150	D	
Common Stock, \$.50 par value	05/07/2007	S	400	D	\$ 33.5	10,750	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (rights to buy) ⁽¹⁾	\$ 26.495 ⁽¹⁾	05/07/2007		M	10,758 ⁽¹⁾	⁽¹⁾ 10/15/2013	Common Stock	15,000 ⁽¹⁾
Stock Options (rights to buy) ⁽²⁾	\$ 26.93 ⁽²⁾	05/07/2007		M	4,166 ⁽²⁾	⁽²⁾ 10/12/2015	Common Stock	12,500 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOSSETT ROBERT L WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436			VP-Administration	

Signatures

/s/ Raymond M. Beebe, Secretary, Winnebago Industries, Inc. under Power of Attorney

05/09/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Granted under the Winnebago Industries, Inc. 1997 Stock Option Plan which is a Section 16(b) Plan. All options are currently exercisable.
- (2) Granted 10/12/2005 under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan which is a Section 16(b) Plan. Options become exercisable in annual increments of one-third commencing 10/12/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.