

Bhattacharya Ashis Nayan  
Form 4  
October 17, 2018

**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 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bhattacharya Ashis Nayan

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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP-Strategic Dev. & Planning

FOREST CITY, IA 50436

(City) (State) (Zip)

4. If Amendment, Date 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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock, \$.50<br>par value   | 10/15/2018                              |   | A                                       | 4,264<br>(1)   | A \$ 0 12,303  | D  |   |
| Common<br>Stock, \$.50<br>par value   | 10/15/2018                              |   | A                                       | 5,659  | A \$ 0 17,962  | D  |   |
| Common<br>Stock, \$.50<br>par value   | 10/15/2018                              |   | F                                       | 1,732  | D \$ 31.7 16,230   | D  |   |

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

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SEC 1474  
(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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 31.7  | 10/15/2018                           |  | A                              | 8,580  | (2) 10/15/2028   | Common Stock  | 8,580                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| Bhattacharya Ashis Nayan<br>WINNEBAGO INDUSTRIES, INC.<br>P.O. BOX 152<br>FOREST CITY, IA 50436 | Director 10% Owner Officer Other<br>VP-Strategic Dev. & Planning |

## Signatures

/s/ Stacy Bogart, Vice President, General Counsel & Secretary, Winnebago Industries, Inc.  
under Power of Attorney

10/17/2018

\_\_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 10/15/18 under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Plan. Restricted stock units vest in annual increments of one-third beginning on 10/15/2019.

(2) Stock options vest in annual increments of one-third beginning on 10/15/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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