

Folkers Scott C
Form 4/A
October 23, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Folkers Scott C

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)
10/16/2017

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP-General Counsel & Secretary

FOREST CITY, IA 50436

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/19/2017

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

(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 (A) or (D) Price		
Common Stock, \$.50 par value	10/16/2017		F		850 ⁽¹⁾ D \$ 44.15	34,425 ⁽²⁾	D
Common Stock, \$.50 par value	10/18/2017		A		438 ⁽³⁾ A \$ 44.4	34,863 ⁽²⁾	D
Common Stock, \$.50 par value	10/18/2017	⁽⁴⁾	A		1,980 ⁽⁵⁾ A \$ 44.4	36,843 ⁽²⁾	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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Folkers Scott C WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436	VP-General Counsel & Secretary

Signatures

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. under Power of Attorney 10/20/2017

__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).

- Upon the annual incremental vesting of a restricted stock award granted 10/15/14 under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Compensation Plan, which is a Section 16(b) plan, the reporting person exercised their option
- (1) 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.
 - (2) Represents total amount of Winnebago Stock Units held by reporting person in Winnebago Industries, Inc. as of reporting date.
- Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards and Incentive Compensation Plan which
- (3) provides for stock grants to Executive Officers under the Officers' Long-Term Incentive Plan for Fiscal Three-Year Period 2015, 2016, and 2017.

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- (4) Granted 10/18/17 under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance Awards, and Incentive Plan. Restricted shares vest in annual increments of one-third beginning on 10/18/2018.
- (5) Represents amount of Winnebago Stock Units acquired by reporting person on the transaction date.

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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