

WINNEBAGO INDUSTRIES INC
Form 4
July 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
OLEARY WILLIAM J

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)
605 W CRYSTAL LAKE ROAD, P.O. BOX 152
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2006

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

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)
 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 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 | 07/19/2006 | | M | A | 4,000 | \$ 10.81 | | 25,468 | | D |
| Common Stock, \$.50 par value | 07/19/2006 | | M | A | 9,600 | \$ 18.25 | | 35,068 | | D |
| Common Stock, \$.50 par value | 07/19/2006 | | S | D | 600 | \$ 29.47 | | 34,468 | | D |
| Common | 07/19/2006 | | S | D | 3,000 | \$ | | 31,468 | | D |

Edgar Filing: WINNEBAGO INDUSTRIES INC - Form 4

| | | | | | | | |
|-------------------------------------|------------|---|-------|---|-------------|--------|---|
| Stock, \$.50 par value | | | | | 29.48 | | |
| Common Stock, \$.50 par value | 07/19/2006 | S | 800 | D | \$ 29.49 | 30,668 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 1,400 | D | \$ 29.5 | 29,268 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 2,700 | D | \$ 29.51 | 26,568 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 300 | D | \$ 29.52 | 26,268 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 400 | D | \$ 29.55 | 25,868 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 1,300 | D | \$ 29.56 | 24,568 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 4,000 | D | \$ 29.57 | 20,568 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 200 | D | \$ 29.58 | 20,368 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 1,034 | D | \$ 29.59 | 19,334 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 1,900 | D | \$ 29.6 | 17,434 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 1,400 | D | \$ 29.66 | 16,034 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 100 | D | \$ 29.67 | 15,934 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 5,700 | D | \$ 29.69 | 10,234 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 1,400 | D | \$ 29.7 | 8,834 | D |

Edgar Filing: WINNEBAGO INDUSTRIES INC - Form 4

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|-------|---|
| Common Stock, \$.50 par value | 07/19/2006 | S | 400 | D | \$ 29.71 | 8,434 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 100 | D | \$ 29.74 | 8,334 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 434 | D | \$ 29.75 | 7,900 | D |
| Common Stock, \$.50 par value | 07/19/2006 | S | 400 | D | \$ 29.78 | 7,500 | D |

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

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 control number.

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 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⁾ | \$ 10.81 | 07/19/2006 | | M | 4,000 | ⁽¹⁾ 10/02/2011 | Common Stock | 4,000 |
| Stock Options (rights to buy) ⁽¹⁾ | \$ 18.25 | 07/19/2006 | | M | 9,600 | ⁽¹⁾ 10/08/2012 | Common Stock | 9,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: WINNEBAGO INDUSTRIES INC - Form 4

Director 10% Owner Officer Other

OLEARY WILLIAM J
605 W CRYSTAL LAKE ROAD
P.O. BOX 152
FOREST CITY, IA 50436

VP-Product Development

Signatures

/s/ Raymond M. Beebe, Secretary, Winnebago
Industries, Inc.

07/21/2006

__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.

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.