MARTIN ROGER WILLIAM

Form 4

November 14, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN ROGER WILLIAM

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

WINNEBAGO INDUSTRIES INC

[WGO]

Director 10% Owner

(Check all applicable)

VP-Sales and Marketing

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 10/11/2007

X_ Officer (give title below)

Other (specify

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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. Transactic Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock, \$.50 par value	10/11/2007(1)		F	433 (1)	D	\$ 28.49	13,903	D		
Common Stock, \$.50 par value	10/10/2008(1)		F	595 (1)	D	\$ 10.81	13,308	D		
Common Stock, \$.50 par value	10/13/2008(1)		F	433 (1)	D	\$ 11.09	12,875	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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or			7. Title and Amount of Underlying Securities (Instr. 3 and 4	int of rlying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration	n Title Ni	or		
							•		Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARTIN ROGER WILLIAM WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436

VP-Sales and Marketing

Signatures

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

11/14/2008

**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 vesting of an incremental portion of restricted stock awards granted under the Winnebago Industries, Inc. 2004 Incentive
Compensation Plan, which is a Section 16(b) plan, the reporting person exercised their option 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 incremental portion of the restricted stock.

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.

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