## Edgar Filing: Schroepfer Mark T - Form 4

Schroepfer Form 4	Mark T									
July 02, 201	2									
FORM			CECU	DITIES		CHANCE	COMMISSIO	т	PPROVAL	
	UNITED	SIAIES		shington				N OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									January 31, 2005	
subject t Section Form 4	16.	Estimated burden hou response	ours per							
Form 5 obligation may corn <i>See</i> Insta 1(b).	ons Section 17(	a) of the I	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Schroepfer Mark T				er Name <b>an</b> o	l Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer			
	WINNEBAGO INDUSTRIES INC [WGO]				(Check all applicable)					
				3. Date of Earliest Transaction (Month/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)			
WINNEBA INC., P.O.	AGO INDUSTRIE BOX 152	ËS,	06/29/2	2012			UCIOW)	below)		
				endment, D onth/Day/Yea	-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FOREST C	CITY, IA 50436							More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly o	or indirectly.			
					Perso inforn requir	ns who res nation cont ed to respo bys a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab				-	posed of, or	Beneficially Owner	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)			(Month/Day,	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Winnebago Stock Units	<u>(1)</u>	06/29/2012		А		334 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	334 <u>(2)</u>	\$ 10

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips		
	Director	10% Owner	Officer	Other	
Schroepfer Mark T WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436	Х				
Signatures					
/s/ Scott C. Folkers, Secretary, Winne Attorney	07/02/2012				

\*\*Signature of Reporting Person

## **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).

Winnebago Stock Units are accrued under the Winnebago Industries, Inc. Directors Deferred Compensation Plan and are to be settled 100% in Winnebago common stock upon the earliest of the following events: reporting person's termination of service as a director,

- (1) Too *n* in white age common stock upon the carnest of the following events. reporting person s termination of service as a director, death, disability or a "change in the effective control of the Company" as defined in the Plan pursuant to an election made by reporting person on 12/14/2011.
- (2) Represents amount of Winnebago Stock Units acquired by reporting person on the transaction date.
- (3) Represents total amount of Winnebago Stock Units held by reporting person in Winnebago Industries, Inc. Directors Deferred Compensation Plan as of reporting date.

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.

Date