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HANSON CAPITAL PARTNERS LLC
Form SC 13D/A
July 29, 2004

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

SCHEDULE 13D
under the Securities Exchange Act of 1934
(Amendment No. 40)*

WINNEBAGO INDUSTRIES, INC.
(Name of Issuer)

COMMON STOCK, \$.50 PAR VALUE
(Title of Class of Securities)

974637100
(CUSIP Number)

WILLIAM M. LIBIT, ESQ.
CHAPMAN AND CUTLER LLP
111 WEST MONROE STREET
CHICAGO, ILLINOIS 60603
(312) 845-2981
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

JULY 27, 2004
(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("ACT") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 974637100

(1) Names of Reporting Persons

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S.S. or I.R.S. Identification Nos. of Above Person

Hanson Capital Partners, L.L.C. I.R.S. Identification No. 52-2286575
John V. Hanson SS# 479-42-5460
Mary Joan Boman SS# 478-40-8029
Paul D. Hanson SS# 485-54-1079

(2) Check the Appropriate Box if a Member of a Group (a) [v]
(See Instructions) (b) []

(3) SEC Use Only

(4) Source of Funds

Not applicable.

(5) Check if Disclosure of Legal Proceedings is Required []
Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Hanson Capital Partners, L.L.C. is a Delaware limited liability company.

John V. Hanson, Mary Joan Boman and Paul D. Hanson are United States citizens.

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(7) Sole Voting Power
Hanson Capital
Partners, L.L.C. 2,496,212+ shares (7.4%)
John V. Hanson 40,260+ (includes 200+ shares
owned by wife and 44,000+ shares
which John V. Hanson has
a right to acquire)*
Mary Joan Boman 145,496+ (includes 53,070+ shares
owned by husband, Gerald E.
Boman, and 44,000+ shares which
Gerald E. Boman has the right to
acquire)*

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Paul D. Hanson 320+ shares*
 *less than 1.0 percent.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY (8) Shared Voting Power
 Not Applicable.

EACH
 REPORTING
 PERSON (9) Sole Dispositive Power
 Hanson Capital
 Partners, L.L.C. 2,496,212+ shares (7.4%)
 John V. Hanson 40,260+ (includes 200+ shares
 owned by wife and 44,000+ shares
 which John V. Hanson has
 a right to acquire)*
 Mary Joan Boman 145,496+ (includes 53,070+ shares
 owned by husband, Gerald E.
 Boman, and 44,000+ shares which
 Gerald E. Boman has the right to
 acquire)*
 Paul D. Hanson 320+ shares*
 *less than 1.0 percent.

WITH (10) Shared Dispositive Power
 See (9) above.

 + Adjusted to reflect the 2 for 1 dividend of Winnebago's Common Stock effective
 March 5, 2004.

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 (11) Aggregate Amount Beneficially Owned by Each Reporting Person

See (7) and (9) above.

(12) Check if the Aggregate Amount in Row (11) Excludes Certain []
 Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

See (7) and (9) above.

 (14) Type of Reporting Person (See Instructions)

Hanson Capital Partners, L.L.C., CO.

John V. Hanson, IN; Mary Joan Boman, IN; Paul D. Hanson, IN

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ITEM 1. SECURITY AND ISSUER

The class of securities to which this statement relates is Common Stock, \$.50 par value (the "COMMON STOCK"), of Winnebago Industries, Inc. ("WINNEBAGO"), an Iowa corporation. The address of Winnebago's principal executive offices is P.O. Box 152, Forest City, Iowa 50436.

ITEM 2. IDENTITY AND BACKGROUND

This statement is being filed by Hanson Capital Partners, L.L.C., John V. Hanson, Mary Joan Boman and Paul D. Hanson. Hanson Capital Partners, L.L.C. ("HCP") is a Delaware limited liability company which is currently comprised of the Luise V. Hanson Qualified Terminable Interest Property Marital Deduction Trust (the "QTIP TRUST"), the Luise V. Hanson Revocable Trust dated September 22, 1984 (the "REVOCABLE TRUST") and John V. Hanson, Mary Joan Boman and Paul D. Hanson, each in their individual capacity. John V. Hanson, Mary Joan Boman and Paul D. Hanson are the Managing Members of HCP. The business address for HCP is c/o Mr. John V. Hanson, 7019 SE Harbor Circle, Stuart, Florida 34996. The business address for the QTIP Trust is c/o Ms. Linda K. Johnson, Manufacturers Bank and Trust Company, 245 East J Street, P.O. Box 450, Forest City, Iowa 50436. The business address for the Revocable Trust is c/o Mr. John V. Hanson, 7019 SE Harbor Circle, Stuart, Florida 34996. The general purpose of HCP is to provide a business structure for the members of the family of Luise V. Hanson and trusts to enable them to pool and invest assets under consolidated ownership and management. Mr. John V. Hanson is retired and his residence address is 7019 SE Harbor Circle, Stuart, Florida 34996. Mrs. Mary Joan Boman is retired and her residence address is 743 S.W. Thornhill Lane, Palm City, Florida 34990. Mr. Paul D. Hanson is retired and his residence address is 60 W. Pelican Street, #106, Naples, Florida 34113.

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John V. Hanson, Mary Joan Boman, Paul D. Hanson and Bessemer Trust Company, N.A. are co-trustees under the Revocable Trust which has a 64.6% membership interest in HCP. John V. Hanson, Mary Joan Boman, Paul D. Hanson and Bessemer Trust Company, N.A. are co-trustees under the QTIP Trust which has a 34.8% membership interest in HCP. John V. Hanson, Mary Joan Boman and Paul D. Hanson each have, in their individual capacity, a .2% membership interest in HCP.

None of HCP, John V. Hanson, Mary Joan Boman and Paul D. Hanson has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Further, none of HCP, John V. Hanson, Mary Joan Boman and Paul D. Hanson has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in any of the foregoing being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

John V. Hanson, Mary Joan Boman and Paul D. Hanson are United States citizens.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

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NOT APPLICABLE. This amendment is being filed to report a change in the direct and indirect beneficial ownership by HCP of an aggregate of 79,900 shares of Common Stock as a result of the sale by HCP on July 27, 2004 of 40,900 shares of Common Stock through a broker pursuant to the Rule 10b5-1 Trading Plan (the "TRADING PLAN") with Bessemer Trust Company of Florida; and the sale by HCP on July 28, 2004 of 39,000 shares of Common Stock through a broker pursuant to the Trading Plan. Reference is made to Item 4 for a description of the transactions.

ITEM 4. PURPOSE OF TRANSACTION

On July 27, 2004, HCP sold 40,900 shares of Common Stock through a broker pursuant to the Trading Plan for an approximate purchase price of \$1,469,234 or an average price per share of \$35.9226; and on July 28, 2004, HCP sold 39,000 shares of Common Stock through a broker pursuant to the Trading Plan for an approximate purchase price of \$1,409,275 or an average price per share of \$36.1353.

The QTIP Trust, the Revocable Trust and John V. Hanson, Mary Joan Boman and Paul D. Hanson, each in their individual capacity, are the only members of HCP.

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The undersigned do not presently have any plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of Winnebago, or the disposition of securities of Winnebago, other than the acquisition or disposition of membership or economic interests in HCP or the disposition by HCP of Winnebago Common Stock in accordance with the Rule 10b5-1 Trading Plan and after termination of such Plan from time to time when believed to be in the best interests of HCP's members;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Winnebago or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of Winnebago or any of its subsidiaries;
- (d) Any change in the present board of directors or management of Winnebago, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of Winnebago;
- (f) Any other material change in Winnebago's business or corporate structure;
- (g) Changes in Winnebago's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Winnebago by any person;
- (h) Causing a class of securities of Winnebago to be delisted from a

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national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

- (i) A class of equity securities of Winnebago becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) HCP is the beneficial owner of 2,496,212+ shares of Common Stock, which represent approximately 7.4% of Winnebago's issued and outstanding Common Stock. The Revocable Trust, of which John V. Hanson, Mary Joan Boman and Paul D. Hanson (each an "INDIVIDUAL TRUSTEE" and collectively, the "INDIVIDUAL TRUSTEES") and Bessemer Trust Company (the "CORPORATE TRUSTEE") are co-trustees, is a member of HCP and has a 64.6% membership interest in HCP.
- (b) By virtue of the Revocable Trust's 64.6% membership interest in HCP, a majority of the Individual Trustees together with the Corporate Trustee have sole voting power with

+ Adjusted to reflect the 2 for 1 dividend of Winnebago's Common Stock effective March 5, 2004.

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respect to 2,496,212+ shares of Common Stock of which HCP is the beneficial owner. A majority of the Individual Trustees together with the Corporate Trustee have sole dispositive power with respect to the 2,496,212+ shares of Common Stock of which HCP is the beneficial owner, except that disposition of all or substantially all of those shares requires the unanimous approval of all members of HCP.

- (c) Except for (i) the transactions described in Item 4, (ii) the sale of an aggregate of 37,200 shares of Common Stock by HCP on June 29, 2004 and July 23, 2004, as reported on Schedule 13D (Amendment No. 39), (iii) the sale of an aggregate of 182,900 shares of Common Stock by HCP on June 22, 2004 and June 23, 2004, as reported on Schedule 13D (Amendment No. 38), (iv) the sale of an aggregate of 68,000 shares of Common Stock by HCP during the period from June 17, 2004 through June 21, 2004, as reported on Schedule 13D (Amendment No. 37), and (v) the sale of an aggregate of 100,400 shares of Common Stock by HCP on June 15, 2004 and June 16, 2004, as reported on Schedule 13D (Amendment No. 36); none of HCP, John V. Hanson, Mary Joan Boman or Paul D. Hanson has had any transactions in Common Stock during the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

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The Hanson Capital Partners L.L.C. Limited Liability Company Agreement provides that members of HCP shall manage HCP and any action taken by the members under such Agreement requires the consent of members representing a majority of the member percentage interests, except that certain actions, such as the disposition of all or substantially all of HCP's assets, requires the unanimous approval of all members of HCP.

On February 12, 2004, HCP entered into the Trading Plan with Bessemer Trust Company. HCP intends to sell up to 2,428,900 shares of Common Stock at a minimum price of \$30.00 per share pursuant to the Trading Plan. The maximum number of shares of Common Stock that may be sold under the Trading Plan and the minimum price at which each share of Common Stock described in the preceding sentence were adjusted automatically on a proportionate basis to take into account a 2 for 1 dividend of Winnebago's Common Stock on March 5, 2004. The Trading Plan terminates on July 31, 2004, unless terminated earlier in accordance with its terms. HCP entered into the Trading Plan as a continuing part of its investment portfolio diversification plan.

+ Adjusted to reflect the 2 for 1 dividend of Winnebago's Common Stock effective March 5, 2004.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HANSON CAPITAL PARTNERS, L.L.C.

July 29, 2004

/s/ John V. Hanson

(Date)

John V. Hanson, as Managing Director

July 29, 2004

/s/ Mary Joan Boman

(Date)

Mary Joan Boman, as Managing Director

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July 29, 2004

/s/ Paul D. Hanson

(Date)

Paul D. Hanson, as Managing Director

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 29, 2004

/s/ Mary Joan Boman

(Date)

Mary Joan Boman

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 29, 2004

/s/ John V. Hanson

(Date)

John V. Hanson

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 29, 2004

/s/ Paul D. Hanson

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(Date)

Paul D. Hanson