

WINNEBAGO INDUSTRIES INC

Form 4

January 26, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERTZKE BRUCE D

(Last) (First) (Middle)

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

(Street)

FOREST CITY, IA 50436

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WINNEBAGO INDUSTRIES INC
[WGO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

01/24/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chrmn & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$.50 par value	01/24/2007		M		30,000	A	\$ 6.2188	91,042	D
Common Stock, \$.50 par value	01/24/2007		S		6,100	D	\$ 34.25	84,942	D
Common Stock, \$.50 par	01/24/2007		S		200	D	\$ 34.255	84,742	D

value

Common
Stock,
\$.50 par
value

01/24/2007

S

200

D

\$
34.2528

84,542

D

Common
Stock,
\$.50 par
value

01/24/2007

S

600

D

\$ 34.26

83,942

D

Common
Stock,
\$.50 par
value

01/24/2007

S

2,000

D

\$
34.2685

81,942

D

Common
Stock,
\$.50 par
value

01/24/2007

S

500

D

\$ 34.27

81,442

D

Common
Stock,
\$.50 par
value

01/24/2007

S

1,000

D

\$ 34.28

80,442

D

Common
Stock,
\$.50 par
value

01/24/2007

S

5,000

D

\$ 34.3

75,442

D

Common
Stock,
\$.50 par
value

01/24/2007

S

1,000

D

\$ 34.31

74,442

D

Common
Stock,
\$.50 par
value

01/24/2007

S

2,000

D

\$
34.3205

72,442

D

Common
Stock,
\$.50 par
value

01/24/2007

S

2,000

D

\$
34.3345

70,442

D

Common
Stock,
\$.50 par
value

01/24/2007

S

1,400

D

\$ 34.35

69,042

D

Common
Stock,
\$.50 par
value

01/24/2007

S

2,000

D

\$
34.3825

67,042

D

Common Stock, \$.50 par value	01/24/2007	S	1,000	D	\$ 34.39	66,042	D
Common Stock, \$.50 par value	01/24/2007	S	1,000	D	\$ 34.42	65,042	D
Common Stock, \$.50 par value	01/24/2007	S	1,000	D	\$ 34.45	64,042	D
Common Stock, \$.50 par value	01/24/2007	S	3,000	D	\$ 34.459	61,042	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. Amount or Number of Shares
Stock Options (rights to buy) ⁽¹⁾	\$ 6.2188	01/24/2007		M	30,000	⁽¹⁾ 10/11/2010	Common Stock	39,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chrmn & CEO	

HERTZKE BRUCE D
WINNEBAGO INDUSTRIES, INC.
P.O. BOX 152
FOREST CITY, IA 50436

Signatures

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

01/26/2007

__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.
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