WINNEBAGO INDUSTRIES INC

Form 4

January 24, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

WINNEBAGO INDUSTRIES INC [WGO]

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

X Director X_ Officer (give title

10% Owner Other (specify

WINNEBAGO INDUSTRIES,

(Street)

INC., P.O. BOX 152

01/22/2007

(Month/Day/Year)

below) Chrmn & CEO

6. Individual or Joint/Group Filing(Check

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

FOREST CITY, IA 50436

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) omr Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock, \$.50 par value	01/22/2007		Code V M	Amount 23,920	(D)	Price \$ 6.2188	84,962	D	
Common Stock, \$.50 par value	01/22/2007		S	19,720	D	\$ 33.72	65,242	D	
Common Stock, \$.50 par	01/22/2007		S	4,200	D	\$ 33.75	61,042	D	

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value							
Common Stock, \$.50 par value	01/23/2007	M	20,700	A	\$ 6.2188	81,742	D
Common Stock, \$.50 par value	01/23/2007	S	16,400	D	\$ 34.15	65,342	D
Common Stock, \$.50 par value	01/23/2007	S	500	D	\$ 34.16	64,842	D
Common Stock, \$.50 par value	01/23/2007	S	1,000	D	\$ 34.18	63,842	D
Common Stock, \$.50 par value	01/23/2007	S	1,000	D	\$ 34.2	62,842	D
Common Stock, \$.50 par value	01/23/2007	S	500	D	\$ 34.23	62,342	D
Common Stock, \$.50 par value	01/23/2007	S	500	D	\$ 34.25	61,842	D
Common Stock, \$.50 par value	01/23/2007	S	500	D	\$ 34.27	61,342	D
Common Stock, \$.50 par value	01/23/2007	S	300	D	\$ 34.29	61,042	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (rights to buy) (1)	\$ 6.2188	01/22/2007		M	23,920	<u>(1)</u>	10/11/2010	Common Stock	83,920
Stock Options (rights to buy) (1)	\$ 6.2188	01/23/2007		M	20,700	<u>(1)</u>	10/11/2010	Common Stock	60,000

Chrmn & CEO

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
HERTZKE BRUCE D				
WINNEBAGO INDUSTRIES, INC.	v		Chemp & CEO	

X

P.O. BOX 152

FOREST CITY, IA 50436

Signatures

/s/ Raymond M. Beebe, Secretary, Winnebago Industries, Inc. under Power of 01/24/2007 Attorney

**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).
- Granted under the Winnebago Industries, Inc. 1997 Stock Option Plan which is a Section 16(b) Plan. All options are currently

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