

WINNEBAGO INDUSTRIES INC

Form 4

October 18, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEEBE RAYMOND M

(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]**

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP-General Counsel & Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, \$.50 par value	10/16/2006		M		4,800	A \$ 18.25	13,440	D	
Common Stock, \$.50 par value	10/17/2006		S		500	D \$ 33.16	12,940	D	
Common Stock, \$.50 par value	10/17/2006		S		500	D \$ 33.17	12,440	D	
Common	10/17/2006		S		100	D \$	12,340	D	

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Stock, \$.50 par value					33.19		
Common Stock, \$.50 par value	10/17/2006	S	500	D	\$ 33.2	11,840	D
Common Stock, \$.50 par value	10/17/2006	S	300	D	\$ 33.22	11,540	D
Common Stock, \$.50 par value	10/17/2006	S	400	D	\$ 33.23	11,140	D
Common Stock, \$.50 par value	10/17/2006	S	500	D	\$ 33.24	10,640	D
Common Stock, \$.50 par value	10/17/2006	S	300	D	\$ 33.25	10,340	D
Common Stock, \$.50 par value	10/17/2006	S	100	D	\$ 33.26	10,240	D
Common Stock, \$.50 par value	10/17/2006	S	400	D	\$ 33.27	9,840	D
Common Stock, \$.50 par value	10/17/2006	S	200	D	\$ 33.28	9,640	D
Common Stock, \$.50 par value	10/17/2006	S	200	D	\$ 33.29	9,440	D
Common Stock, \$.50 par value	10/17/2006	S	400	D	\$ 33.3	9,040	D
Common Stock, \$.50 par value	10/17/2006	S	100	D	\$ 33.31	8,940	D
Common Stock, \$.50 par value	10/17/2006	S	140	D	\$ 33.35	8,800	D

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

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(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Options (rights to buy) ⁽¹⁾	\$ 18.25	10/16/2006		M	4,800 ⁽¹⁾	⁽¹⁾ 10/08/2012	Common Stock	4,800 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEEBE RAYMOND M WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436			VP-General Counsel & Secretary	

Signatures

/s/ Raymond M.
Beebe

10/18/2006

^{**}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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