

WINNEBAGO INDUSTRIES INC
Form 144
November 12, 2014

OMB APPROVAL
OMB Number 3235-0101
Expires: May 31, 2017
Estimated average burden
hours per response.1.00.....

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

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

1 (a) NAME OF ISSUER (Please type or print)

(b) IRS IDENT. NO. (c) S.E.C. FILE NO.

Winnebago Industries, Inc.

42-0802678

1 (d) ADDRESS OF ISSUER STREET CITY STATE

STATE

ZIP CODE

(e) TELEPHONE NO.

AREA CODE NUMBER

605 W Crystal Lake Road, Forest City,
IA 50436

641

585-3535

(a) NAME OF PERSON FOR WHOSE ACCOUNT
THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO
ISSUER

(c) ADDRESS STREET CITY STATE ZIP CODE

William J. O'Leary

Officer - VP-Product
Development

765 11th Street Place, Garner, IA 50438

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

SEC
USE ONLY

3 (a)

(b)

(d)

(e)

(f)

(g)

| Title of the | Broker-Dealer | Number of Shares | Aggregate | Number of Shares | Approximate | Name of Each |
|--------------------------------|---|------------------|------------------------------|------------------|--|--|
| Class of Securities | Name and Address of Each Broker Through Whom the Securities are To Be Sold to be Offered or Each Market Maker who is Acquiring the Securities | File Number | or Other Units | Market Value | of Other Units Outstanding (See instr. 3(f)) | Date of Sale (MO. DAY YR.) (See instr. 3(g)) |
| Common Stock, \$.50 par value | Edward Jones & Company 200 State Street Garner, IA 50438 | | To Be Sold (See instr. 3(c)) | 12,000 | \$276,720.00, 134,398 (See instr. 3(d)) | 11/12/2014 New York Chicago |

INSTRUCTIONS:

1. (a) Name of issuer
 (b) Issuer's I.R.S. Identification Number
 (c) Issuer's S.E.C. file number, if any
 (d) Issuer's address, including zip code
 (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
 (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
 (b) Name and address of each broker through whom the securities are intended to be sold
 (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 (f) Approximate date on which the securities are to be sold
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class Acquired | Date you Acquired | Nature of Acquisition | Name of Person from Whom Acquired | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------------------|-------------------|---------------------------------|-----------------------------------|-------------------------------|-----------------|-------------------|
| Common Stock, \$.50 par value | 10/11/2006 | Grant of Restricted Stock Award | Winnebago Industries, Inc. | 4,000 | N/A | N/A |
| | 10/10/2007 | Grant of Restricted Stock Award | Winnebago Industries, Inc. | 5,500 | N/A | N/A |
| | 3/23/2011 | Grant of Restricted Stock Award | Winnebago Industries, Inc. | 2,500 | N/A | N/A |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Date of Sale | Title of Securities Sold | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------|--------------------------|---------------------------|----------------|
|----------------------------|--------------|--------------------------|---------------------------|----------------|

NONE

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

11/12/2014

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

**ATTENTION:
Intentional
misstatements
or omission of
facts constitute
Federal
Criminal
Violations (See
18 U.S.C. 1001)**

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. under Power of Attorney

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

SEC 1147 (02-08)