## Edgar Filing: Schroepfer Mark T - Form 4

Schroepfer Mark Form 4	T										
April 02, 2012									PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION											
Check this bo	x		Number:	3235-0287 January 31,							
if no longer subject to STATEMENT OF CHANC					RITIES	Expires: Estimated burden hou response	2005 average urs per				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the I	Public U	tility Hol	ding Con		of 1935 or Section	on			
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> Schroepfer Mark T			2. Issuer Name <b>and</b> 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 (Month/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify				
WINNEBAGO INC., P.O. BOX		S,	03/30/2	-			below)	below)			
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
FOREST CITY					Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if		Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V		(D) Price					
Reminder: Report o	n a separate line	for each cl	ass of sect	urities benef	Perso inform requir	ns who rest nation cont red to respo sys a curren	or indirectly. spond to the colle ained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tabl					posed of, or convertible s	Beneficially Owned securities)	1			

1. Title of<br/>Derivative2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and<br/>Expiration Date7. Title and Amount of<br/>Underlying Securities8. Pri<br/>Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	· ·			(Month/Day/Year)		(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Winnebago Stock Units	<u>(1)</u>	03/30/2012		А		340 (2)		(1)	(1)	Common Stock	340 <u>(2)</u>	\$ 9.

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips			
	Director	10% Owner	Officer	Other		
Schroepfer Mark T WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436	Х					
Signatures						
/s/ Raymond M. Beebe, Secretary, Winnebago Industries, Inc. under Power of Attorney						

\*\*Signature of Reporting Person

## **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).

Winnebago Stock Units are accrued under the Winnebago Industries, Inc. Directors Deferred Compensation Plan and are to be settled 100% in Winnebago common stock upon the earliest of the following events: reporting person's termination of service as a director,

- (1) Too *n* in white age common stock upon the carnest of the following events. reporting person is termination of service as a director, death, disability or a "change in the effective control of the Company" as defined in the Plan pursuant to an election made by reporting person on 12/14/2011.
- (2) Represents amount of Winnebago Stock Units acquired by reporting person on the transaction date.
- (3) Represents total amount of Winnebago Stock Units held by reporting person in Winnebago Industries, Inc. Directors Deferred Compensation Plan as of reporting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

Date