

JOHNSON OUTDOORS INC

Form 4

May 20, 2005

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 *
JOHNSON LEIPOLD HELEN P

2. Issuer Name **and** Ticker or Trading
Symbol
JOHNSON OUTDOORS INC
[JOUT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
555 MAIN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

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

RACINE, WI 53403

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

(City) (State) (Zip)

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		
Class A Common Stock	12/31/2004		X		485,000	A	\$ 13.04	485,000	I As settlor ⁽¹⁾
Class A Common Stock	02/16/2005		P		49,988	A	\$ 20.1	534,988	I As settlor ⁽¹⁾
Class A Common Stock	05/18/2005		P		55,000	A	\$ 18.08	589,988	I As settlor ⁽¹⁾
Class A Common								35,000	D

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Stock				
Class A Common Stock	100,000	I	As shareholder <u>(2)</u>	
Class A Common Stock	114,464	I	As trustee <u>(3)</u>	
Class A Common Stock	488,367	I	As trustee <u>(4)</u> <u>(5)</u>	
Class A Common Stock	4,136	I	By Savings Plan <u>(6)</u>	

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

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SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy) <u>(7)</u>	\$ 13.04	12/31/2004		X	485,000	07/08/2003 01/07/2005	Class A Common Stock
Class B Common Stock	<u>(8)</u>	02/16/2005		P	18,012	<u>(8)</u> <u>(8)</u>	Class A Common Stock
Phantom Shares	\$ 0 <u>(9)</u>					<u>(9)</u> <u>(9)</u>	Class A Common Stock
Option (right to buy)	\$ 8.13					<u>(10)</u> 03/09/2009	Class A Common Stock
Option (right to buy)	\$ 7.63					<u>(10)</u> 12/13/2009	Class A Common Stock

Option (right to buy)	\$ 5.31	(10)	12/11/2010	Class A Common Stock
Option (right to buy)	\$ 7.42	(11)	12/13/2011	Class A Common Stock
Class B Common Stock	\$ 0 (8)	(8)	(8)	Class A Common Stock
Class B Common Stock	\$ 0 (8)	(8)	(8)	Class A Common Stock
Class B Common Stock	\$ 0 (8)	(8)	(8)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON LEIPOLD HELEN P 555 MAIN STREET RACINE, WI 53403	X	X	Chairman and CEO	

Signatures

/s/ Johnson-Leipold,
Helen P.

05/20/2005

__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) Helen Johnson-Leipold reports these shares as settlor and beneficiary of the Helen Johnson-Leipold Third Party Gift and Inheritance Trust (the "Gift Trust"). Ms. Johnson-Leipold held the reported option directly until it was transferred to the Gift Trust in a transaction exempt from Section 16 under Rule 16a-13.

(2) As controlling shareholder of Johnson Financial Group, the parent corporation of the trustee of the trust which beneficially owns the reported shares. Ms. Johnson-Leipold disclaims beneficial ownership of these shares.

(3) As trustee of the Samuel C. Johnson Family Trust, which beneficially owns the shares as the controlling shareholder of a corporation.

(4) Ms. Johnson-Leipold reports these shares (a) as controlling shareholder of parent corporation of Johnson Bank, the trustee of certain trusts which directly, or indirectly as shareholders of certain corporations and as general partners of certain limited partnerships, beneficially own reported shares; (b) as a shareholder of a corporation and a general partner of a limited partnership, which indirectly owns reported shares; or (c) as settlor and beneficiary of the Helen Johnson-Leipold Revocable Trust ("Trust"), which beneficially owns reported shares directly or indirectly as a shareholder of certain corporations and as the general partner of certain limited partnerships. Ms. Johnson-Leipold's prior report overstated the number of shares indirectly held by 20 shares.

(5) Ms. Johnson-Leipold reports all shares held by certain corporations of which the Trust or the other trusts referenced above may be deemed to be a controlling shareholder. In addition, Ms. Johnson-Leipold reports all shares held by certain limited partnerships of which the Trust or such other trusts is a general partner. Due to the nature of such limited partnerships, it is impractical to determine the Trust's

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or such other trusts' proportionate interest (as defined by Rule 16a-1(a)(2)(ii)(B)) in such limited partnerships. Ms. Johnson-Leipold disclaims beneficial ownership of all shares directly or indirectly held by the Trust or such other trusts in which she does not have a pecuniary interest.

- (6) Reflects shares held under Savings Plan as of January 10, 2005.
- (7) Stock option granted pursuant to that certain Option Agreement, dated July 8, 2003, by and among the Samuel C. Johnson 1988 Trust Number 1 dated September 14, 1988, as amended and restated, Helen P. Johnson Leipold, S. Curtis Johnson, H. Fisk Johnson and Winifred J. Marquart.
- (8) Class B Common Stock is convertible at any time on a one-share-for-one-share basis into Class A Common Stock.
- (9) Phantom shares vest and are settled in cash on the third anniversary of their grant date, assuming the market price of the stock is within a prescribed range on such date. In the event the phantom shares do not vest on this date, their vesting is subject to a one year extension in the event certain performance criteria are met.
- (10) Fully vested.
- (11) One-third of option becomes exercisable on each successive anniversary of its December 13, 2001 grant date.
- (12) As trustee of the Samuel C. Johnson Family Trust, which beneficially owns the reported shares indirectly as the controlling shareholder of a corporation which beneficially owns the shares as a unit holder in the Johnson Outdoors Inc. Class B Common Stock Voting Trust.
- (13) The reported shares are held by the Johnson Outdoors Inc. Class B Common Stock Voting Trust ("Voting Trust"), of which Ms. Johnson-Leipold is trustee. The total reflected includes 11,762 shares held by the Gift Trust and 820,536 held by the Samuel C. Johnson Family Trust.

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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