

WINNEBAGO INDUSTRIES INC
 Form 144
 July 08, 2014

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

FORM 144

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

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

**SEC USE ONLY
 DOCUMENT
 SEQUENCE NO.**

CUSIP NUMBER

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

WORK LOCATION

1 (d) ADDRESS OR PLACE WHERE SECURITIES ARE TO BE SOLD
 STATE ZIP CODE (e) TELEPHONE NO.
 NUMBER

P.O. Box 152, Forest City, IA 50436

641 585-3535

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD
 (b) RELATIONSHIP TO ISSUER
 (c) ADDRESS STREET CITY STATE ZIP CODE

Randy J. Potts

Chrmn, CEO & President

905 Spring Valley Road, Forest City, IA 50436

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.

3 (a) Title of the Class of Securities	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY (c) Broker-Dealer File Number	(d) Number of Shares or Other Units	(e) Aggregate Market Value (See instr. 3(d))	(f) Number of Shares or Other Units Outstanding (M)
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To Be Sold

To Be Sold

(See instr. 3(e))

(See instr. 3(c))

Common Stock,
E*Trade (on-line sale)
\$.50 par value

1,000 \$26,620.00 27,255,213 7/

INSTRUCTIONS:

1. (a) Name of issuer
Issuer's I.R.S.
(b) Identification Number
Issuer's S.E.C. file number,
if any
Issuer's address,
including zip code
Issuer's telephone number,
including area code
Name of person for whose account the securities are to be sold
Such person's relationship to the issuer
(e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
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 date
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof 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

Such person's
address,
(c) including zip
code

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.

SEC 1147 (08-07)

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	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock, \$.50 par value	1/31/2014	Open Market Purchase	Winnebago Industries, Inc.	1,000	1/31/2014	Cash

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	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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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

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. If such person has adopted a written trading plan or given trading

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required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

7/8/2014

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc.,

DATE OF NOTICE

Under Power of Attorney
(SIGNATURE)

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

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.

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

SEC 1147 (02-08)