

BARKER EDWIN F
Form 4
November 28, 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 *
BARKER EDWIN F

2. Issuer Name **and** Ticker or Trading
Symbol
WINNEBAGO INDUSTRIES INC
[WGO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
WINNEBAGO INDUSTRIES,
INC., P.O. BOX 152

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President

(Street)
FOREST CITY, IA 50436

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
____ 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
Common Stock, \$.50 par value	11/28/2005		M		4,800	A	\$ 18.25 36,740
Common Stock, \$.50 par value	11/28/2005		M		468	A	\$ 26.495 37,208

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (rights to buy) <u>(1)</u>	\$ 18.25	11/28/2005	<u>(1)</u>	M	4,800	<u>(1)</u>	10/08/2012	Common Stock	10,454 <u>(1)</u>	\$
Stock Options (rights to buy) <u>(2)</u>	\$ 26.495	11/28/2005	<u>(2)</u>	M	468	<u>(2)</u>	10/15/2013	Common Stock	15,000 <u>(2)</u>	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKER EDWIN F WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436			President	

Signatures

/s/ Raymond M. Beebe, Secretary, Winnebago Industries, Inc. under Power of Attorney

11/28/2005

__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) Granted 10/8/2002 under the Winnebago Industries, Inc. 1997 Stock Option Plan which is a Section 16(b) Plan. All options are currently exercisable.

(2) Granted 10/15/2003 under the Winnebago Industries, Inc. 1997 Stock Option Plan which is a Section 16(b) Plan. Options become exercisable in annual increments of one-third commencing 10/15/2004 with 10,000 currently exercisable and the remaining 5,000 to become exercisable on or after 10/15/2006.

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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