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ZIMMERMAN FREDERICK M

Form 144

December 20, 2004

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

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| OMB APPROVAL |  
| OMB Number: 3235-0101 |  
| Expires: November 30, 2003 |  
| Estimated average burden |  
hours per response.....2.0

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)

Winnebago Industries, Inc.

1(b) IRS IDENT. NO.

42-0802678

(c) SEC FILE NO.

I-6403

1(d) ADDRESS OF ISSUER

STREET

P.O. Box 152

605 W Crystal Lake Road

1(d)

CITY

STATE

ZIP CODE

Forest City

IA

50436

1(e) TELEPHONE

AREA CODE

NUMBER

641

585-3535

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

Frederick M. Zimmerman

2(b) IRS IDENT. NO.

469-34-5761

(c) RELATIONSHIP TO ISSUER

Director

2(d) ADDRESS

STREET

14860 Lloyds Drive

2(d)

CITY

STATE

ZIP CODE

Minnetonka

MN

55345

INSTRUCTION: THE PERSON FILING THIS NOTICE SHOULD CONTACT THE ISSUER TO OBTAIN  
THE I.R.S. IDENTIFICATION NUMBER AND THE SEC FILE NUMBER.

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3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)
TITLE OF THE CLASS OF SECURITIES TO BE SOLD	NAME AND ADDRESS OF EACH BROKER THROUGH WHOM THE SECURITIES ARE TO BE OFFERED OR EACH MARKET MAKER WHO IS ACQUIRING THE SECURITIES	BROKER-DEALER FILE NUMBER	NUMBER OF SHARES OR OTHER UNITS TO BE SOLD (SEE INSTR. 3 (C))	AGGREGATE MARKET VALUE (SEE INSTR. 3 (D))	NUMBER OF SHARES OR OTHER UNITS OUTSTANDING (SEE INSTR. 3 (E))

Common Stock, \$ .50 par value	Morgan Stanley 8300 Norman Center Dr., Suite 1150 Bloomington, MN 55437		1,500	\$57,165.00	33,674,159
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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 I.R.S. identification number, if such person is an entity
  - (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (d) 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 debit 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.

SEC 1147 (09-03)

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:

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TITLE OF THE CLASS	DATE YOU ACQUIRED	NATURE OF ACQUISITION TRANSACTION	NAME OF PERSON FROM WHOM ACQUIRED (IF GIFT, ALSO GIVE DATE DONOR ACQUIRED)	AMOUNT OF SECURITIES ACQUIRED	D P
Common Stock, \$.50 par value	4/18/90 9/28/93 12/16/94 3/05/04	Open Market Buy Open Market Buy Open Market Buy Stock Split	Winnebago Industries, Inc. Winnebago Industries, Inc. Winnebago Industries, Inc. Winnebago Industries, Inc.	50 200 500 750	4 9 12

INSTRUCTIONS: If the securities were purchased and full payment therefore 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.

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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	Gros Proc
Frederick M. Zimmerman 14860 Lloyds Drive Minnetonka, MN 55345	Common Stock	11/4/04	700	\$23,

REMARKS:

- (1) There is not a date of payment nor a nature of payment for this entry as it shows the effect of a two-for-one stock split of Winnebago Industries, Inc. common stock on March 5, 2004 bringing the reporting person to a total holding of 1,500 shares which are being reported in this filing of proposed sale.

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 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.

ATTENTION:

The person for whose account the securities to which this notice relates are to sold hereby represents by signing this notice that he does not know any material

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adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which have not been publicly disclosed.

December 20, 2004

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

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(DATE OF NOTICE)

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(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.

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| ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL |  
CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

SEC 1147 (09-03)