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WINNEBAGO INDUSTRIES INC

Form SC 13D/A

February 13, 2004

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

SCHEDULE 13D  
under the Securities Exchange Act of 1934  
(Amendment No. 22)\*

WINNEBAGO INDUSTRIES, INC.  
(Name of Issuer)

COMMON STOCK, \$.50 PAR VALUE  
(Title of Class of Securities)

974637100  
(CUSIP Number)

WILLIAM M. LIBIT, ESQ.  
CHAPMAN AND CUTLER LLP  
111 WEST MONROE STREET  
CHICAGO, ILLINOIS 60603  
(312) 845-2981

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

FEBRUARY 12, 2004  
(Date of Event which Requires  
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("ACT") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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- (1) Names of Reporting Persons  
S.S. or I.R.S. Identification Nos. of Above Person

Hanson Capital Partners, L.L.C. I.R.S. Identification No. 52-2286575

John V. Hanson           SS# 479-42-5460  
Mary Joan Boman       SS# 478-40-8029  
Paul D. Hanson         SS# 485-54-1079

- 
- (2) Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a)   
(b)

- 
- (3) SEC Use Only

- 
- (4) Source of Funds

Not applicable.

- 
- (5) Check if Disclosure of Legal Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

- 
- (6) Citizenship or Place of Organization

Hanson Capital Partners, L.L.C. is a Delaware limited liability company.

John V. Hanson, Mary Joan Boman and Paul D. Hanson are United States citizens.

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- (7) Sole Voting Power  
Hanson Capital  
Partners, L.L.C.  
John V. Hanson

2,262,006 shares (13.3%)  
20,130 (includes 100 shares  
owned by wife and 20,000  
shares which John V. Hanson  
has a right to acquire)\*  
72,748 (includes 26,535

Mary Joan Boman

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			shares owned by husband, Gerald E. Boman, and 20,000 shares which Gerald E. Boman has the right to acquire)* 160 shares*
		Paul D. Hanson *less than 1.0 percent.	
NUMBER OF SHARES BENEFICIALLY OWNED BY	(8)	Shared Voting Power  Not Applicable	
EACH REPORTING PERSON	(9)	Sole Dispositive Power Hanson Capital Partners, L.L.C. John V. Hanson  Mary Joan Boman  Paul D. Hanson *less than 1.0 percent.	2,262,006 shares (13.3%) 20,130 (includes 100 shares owned by wife and 20,000 shares which John V. Hanson has a right to acquire)* 72,748 (includes 26,535 shares owned by husband, Gerald E. Boman, and 20,000 shares which Gerald E. Boman has the right to acquire)* 160 shares*
WITH	(10)	Shared Dispositive Power See (9) above.	

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person

See (7) and (9) above.

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [ ]

(13) Percent of Class Represented by Amount in Row (11)

See (7) and (9) above.

(14) Type of Reporting Person (See Instructions)

Hanson Capital Partners, L.L.C., CO.

John V. Hanson, IN; Mary Joan Boman, IN; Paul D. Hanson, IN

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### ITEM 1. SECURITY AND ISSUER

The class of securities to which this statement relates is Common Stock, \$.50 par value (the "COMMON STOCK"), of Winnebago Industries, Inc. ("WINNEBAGO"), an Iowa corporation. The address of Winnebago's principal executive offices is P.O. Box 152, Forest City, Iowa 50436.

### ITEM 2. IDENTITY AND BACKGROUND

This statement is being filed by Hanson Capital Partners, L.L.C., John V. Hanson, Mary Joan Boman and Paul D. Hanson. Hanson Capital Partners, L.L.C. ("HCP") is a Delaware limited liability company which is currently comprised of the Luise V. Hanson Qualified Terminable Interest Property Marital Deduction Trust (the "QTIP TRUST"), the Luise V. Hanson Revocable Trust dated September 22, 1984 (the "REVOCABLE TRUST"), the John V. Hanson Family Trust, the Paul D. Hanson Family Trust and the Mary Joan Boman Family Trust. The business address for HCP is c/o Mr. John V. Hanson, 7019 SE Harbor Circle, Stuart, Florida 34996. The business address for the QTIP Trust is c/o Ms. Linda K. Johnson, Manufacturers Bank and Trust Company, 245 East J Street, P.O. Box 450, Forest City, Iowa 50436. The business address for the Revocable Trust is c/o Mr. John V. Hanson, 7019 SE Harbor Circle, Stuart, Florida 34996. The general purpose of HCP is to provide a business structure for the members of the family of Luise V. Hanson and trusts to enable them to pool and invest assets under consolidated ownership and management. Mr. John V. Hanson is retired and his residence address is 7019 SE Harbor Circle, Stuart, Florida 34996. Mrs. Mary Joan Boman is retired and her residence address is 743 S.W. Thornhill Lane, Palm City, Florida 34990. Mr. Paul D. Hanson is retired and his residence address is 60 W. Pelican Street, #106, Naples, Florida 34113.

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John V. Hanson, Mary Joan Boman, Paul D. Hanson and Bessemer Trust Company are co-trustees under the Revocable Trust which has a 64.4% membership interest in HCP. The John V. Hanson Family Trust of which John V. Hanson and Mary Joan Boman are co-trustees and John V. Hanson is the beneficiary, has a .2% membership interest in HCP. The Paul D. Hanson Family Trust, of which Paul D. Hanson, John V. Hanson and Mary Joan Boman are co-trustees and Paul D. Hanson is the beneficiary, has a .2% membership interest in HCP. The Mary Joan Boman Family Trust of which John V. Hanson and Mary Joan Boman are co-trustees and Mary Joan Boman is the beneficiary, has a .2% membership interest in HCP. John V. Hanson, Mary Joan Boman, Paul D. Hanson and Bessemer Trust Company, N.A. are co-trustees under the QTIP Trust which has a 34.9% membership interest in HCP.

None of HCP, John V. Hanson, Mary Joan Boman, and Paul D. Hanson has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Further, none of HCP, John V. Hanson, Mary Joan Boman and Paul D. Hanson has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in any of the foregoing being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

John V. Hanson, Mary Joan Boman and Paul D. Hanson are United States

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citizens.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

NOT APPLICABLE. This amendment is being filed to report that on February 12, 2004, HCP entered into a Rule 10b5-1 Trading Plan (the "TRADING PLAN") with Bessemer Trust Company of Florida. Reference is made to Item 4 for a description of the transaction.

ITEM 4. PURPOSE OF TRANSACTION

HCP intends to sell up to 1,250,000 shares of Common Stock at a minimum price of \$60.00 per share pursuant to the Trading Plan. The maximum number of shares of Common Stock that may be sold under the Trading Plan and the minimum price at which each share of Common Stock may be sold shall be adjusted automatically on a proportionate basis to take into account a 2 for 1 split of Winnebago's Common Stock effective March 5, 2004. The Trading Plan terminates on July 31, 2004, unless terminated earlier in accordance with its terms. HCP is entering into the Trading Plan as a continuing part of its plan to diversify its investment portfolio.

The QTIP Trust, the Revocable Trust, the John V. Hanson Family Trust, the Paul D. Hanson Family Trust and the Mary Joan Boman Family Trust are the only members of HCP.

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The undersigned do not presently have any plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of Winnebago, or the disposition of securities of Winnebago, other than the acquisition or disposition of membership or economic interests in HCP or the disposition by HCP of Winnebago Common Stock in accordance with the Rule 10b5-1 Trading Plan and after termination of such Plan from time to time when believed to be in the best interests of HCP's members;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Winnebago or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of Winnebago or any of its subsidiaries;
- (d) Any change in the present board of directors or management of Winnebago, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of Winnebago;
- (f) Any other material change in Winnebago's business or corporate structure;

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- (g) Changes in Winnebago's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Winnebago by any person;
- (h) Causing a class of securities of Winnebago to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of Winnebago becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) HCP is the beneficial owner of 2,262,006 shares of Common Stock, which represent approximately 13.3% of Winnebago's issued and outstanding Common Stock. The Revocable Trust, of which John V. Hanson, Mary Joan Boman and Paul D. Hanson (each an "INDIVIDUAL TRUSTEE" and collectively, the "INDIVIDUAL TRUSTEES") and Bessemer Trust Company (the "CORPORATE TRUSTEE") are co-trustees, is a member of HCP and has a 64.4% membership interest in HCP.
- (b) By virtue of the Revocable Trust's 64.4% membership interest in HCP, a majority of the Individual Trustees together with the Corporate Trustee have sole voting power with

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respect to 2,262,006 shares of Common Stock of which HCP is the beneficial owner. A majority of the Individual Trustees together with the Corporate Trustee have sole dispositive power with respect to the 2,262,006 shares of Common Stock of which HCP is the beneficial owner, except that disposition of all or substantially all of those shares requires the unanimous approval of all members of HCP.

- (c) Except for (i) the sale of 24,000 shares of Common Stock by HCP on January 26, 2004, as reported on Schedule 13D (Amendment No. 21), (ii) the sale of an aggregate of 117,300 shares of Common Stock by HCP during the period from January 21, 2004 through January 23, 2004, as reported on Schedule 13D (Amendment No. 20), (iii) the sale of an aggregate of 119,800 shares of Common Stock by HCP during the period from January 15, 2004 through January 20, 2004, as reported on Schedule 13D (Amendment No. 19), (iv) the sale of an aggregate of 106,000 shares of Common Stock by HCP on January 13, 2004 and January 14, 2004, as reported on Schedule 13D (Amendment No. 18), (v) the sale of an aggregate of 46,000 shares of Common Stock by HCP during the period from January 6, 2004 through January 12, 2004, as reported on Schedule 13D (Amendment No. 17), (vi) the sale of an aggregate of 62,000 shares of Common Stock by HCP during the period from December 31, 2003 through January 5, 2004, as reported on Schedule 13D (Amendment No. 16), (vii) the sale of an aggregate of 84,900 shares of Common Stock by HCP during

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the period from December 26, 2003 through December 30, 2003, as reported on Schedule 13D (Amendment No. 15), (viii) the sale of an aggregate of 75,000 shares of Common Stock by HCP on December 19, 2003 and December 23, 2003, as reported on Schedule 13D (Amendment No. 14), and (ix) the sale of an aggregate of 75,000 shares of Common Stock by HCP on December 11, 2003 and December 17, 2003, as reported on Schedule 13D (Amendment No. 13); none of HCP, John V. Hanson, Mary Joan Boman or Paul D. Hanson has had any transactions in Common Stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Hanson Capital Partners L.L.C. Limited Liability Company Agreement provides that members of HCP shall manage HCP and any action taken by the members under such Agreement requires the consent of members representing a majority of the member percentage interests, except that certain actions, such as the disposition of all or substantially all of HCP's assets, requires the unanimous approval of all members of HCP.

On February 12, 2004, HCP entered into the Trading Plan with Bessemer Trust Company. HCP intends to sell up to 1,250,000 shares of Common Stock at a minimum price of \$60.00 per share pursuant to the Trading Plan. The maximum number of shares of Common Stock that may

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be sold under the Trading Plan and the minimum price at which each share of Common Stock may be sold shall be adjusted automatically on a proportionate basis to take into account a 2 for 1 split of Winnebago's Common Stock effective March 5, 2004. The Trading Plan terminates on July 31, 2004, unless terminated earlier in accordance with its terms. HCP entered into the Trading Plan as a continuing part of its investment portfolio diversification plan. Reference is made to Item 3 and Item 4 for a description of the transaction.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following document is filed as an exhibit hereto:

Trading Plan dated February 12, 2004 between Hanson Capital Partners, LLC and Bessemer Trust Company of Florida, acting as agent.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HANSON CAPITAL PARTNERS, L.L.C.

February 13, 2004  
-----  
(Date) /s/ John V. Hanson  
-----  
John V. Hanson, as Managing Director

February 13, 2004  
-----  
(Date) /s/ Mary Joan Boman  
-----  
Mary Joan Boman, as Managing Director

February 13, 2004  
-----  
(Date) /s/ Paul D. Hanson  
-----  
Paul D. Hanson, as Managing Director

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2004  
-----  
(Date) /s/ Mary Joan Boman  
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Mary Joan Boman

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.



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February 13, 2004

/s/ John V. Hanson

-----  
(Date)

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John V. Hanson

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2004

/s/ Paul D. Hanson

-----  
(Date)

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Paul D. Hanson