

THOR INDUSTRIES INC

Form 4

October 12, 2016

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 *
WOELFER W. TODD

(Last) (First) (Middle)

**C/O THOR INDUSTRIES,
INC., 601 EAST BEARDSLEY
AVENUE**

(Street)

ELKHART, IN 46514-3305

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

THOR INDUSTRIES INC [THO]

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

10/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Sr. VP, Gen. Counsel & Sec.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
				(A) or (D)	Price		
Common Stock	10/09/2016		F	609 <u>(1)</u> D	\$ 84.85	14,393	D
Common Stock	10/09/2016		F	695 <u>(2)</u> D	\$ 84.85	13,698	D
Common Stock	10/09/2016		F	1,116 <u>(3)</u> D	\$ 84.85	12,582	D
Common Stock	10/10/2016		A	7,870 A <u>(4)</u>	20,452	D	

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOELFER W. TODD C/O THOR INDUSTRIES, INC. 601 EAST BEARDSLEY AVENUE ELKHART, IN 46514-3305	Sr. VP, Gen. Counsel & Sec.

Signatures

/s/W. Todd
Woelfer 10/12/2016

 **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) Represents shares withheld to fulfill tax withholding obligations with respect to the vesting of 1,418 shares of a previously granted restricted stock unit award.
- (2) Represents shares withheld to fulfill tax withholding obligations with respect to the vesting of 1,620 shares of a previously granted restricted share award.
- (3) Represents shares withheld to fulfill tax withholding obligations with respect to the vesting of 2,601 shares of a previously granted restricted stock unit award.
- (4)

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This is a grant of restricted stock units that may only be settled by delivery of an equal number of common shares. The shares will vest in three equal installments on each of the first, second and third anniversaries of October 10, 2016, the date of grant.

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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