

ORTHWEIN PETER BUSCH
Form 4
October 17, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORTHWEIN PETER BUSCH

2. Issuer Name and Ticker or Trading Symbol
THOR INDUSTRIES INC [THO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. Chairman of the Board

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

(Street)

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

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

ELKHART, IN 46514-3305

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					37,255	I	See Note (1)
Common Stock					74,783	I	See Note (2)
Common Stock					124,000	I	See Note (3)
Common Stock					30,000	I	See Note (4)
Common Stock					299,700	I	See Note (5)

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Common Stock						67,440	I	See Note (6)
Common Stock	10/15/2018		S	500,000	D	(7) 0	I	See Note (7)
Common Stock	10/15/2018		P	500,000	A	(8) 1,387,452	D	

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

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SEC 1474 (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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
ORTHWEIN PETER BUSCH C/O THOR INDUSTRIES, INC. 601 EAST BEARDSLEY AVENUE ELKHART, IN 46514-3305	X		Exec. Chairman of the Board	

Signatures

/s/ Peter B. Orthwein 10/17/2018

**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).

- These shares are held for the benefit of a charitable annuity trust of which the reporting person and his spouse are the trustees and of
- (1) which the reporting person's three youngest children are the beneficiaries. The reporting person disclaims beneficial ownership of the shares except to the extent of the pecuniary interest of the reporting person, his spouse and his three youngest children in the shares.
 - (2) These shares are held for the account of the Trust FBO Peter B. Orthwein, of which the reporting person is the trustee and beneficiary.
 - (3) These shares are held for the account of the Adolphus Busch Orthwein Trust for the benefit of the reporting person's children. The reporting person is one of the trustees of the trust.
 - (4) These shares are held for the account of a trust for the benefit of the reporting person's half-brother. The reporting person is one of the trustees of the trust.

These shares are held for the account of the PBO-BMO Descendants Trust, of which the reporting person is the sole trustee and of which

- (5) the reporting person's three youngest children are the beneficiaries. The reporting person disclaims beneficial ownership of the shares except to the extent of the pecuniary interest of the reporting person, his spouse and his three youngest children in the shares.

- (6) These shares are held for the account of the reporting person's spouse.

The shares reported as sold in this row were previously held by the reporting person's grantor retained annuity trust. The terms of the trust provide that the settlor may reacquire any asset forming part of the trust estate by substituting other property of an equivalent value. On

- (7) October 15, 2018, the trust transferred these shares to the reporting person in exchange for the substitution of a promissory note executed by the reporting person in favor of the trust for \$40,526,250. The reporting person is reporting this transaction in the event that it is considered a purchase transaction as opposed to a mere change in form of beneficial ownership.

The shares reported as purchased in this row were previously held by the reporting person's grantor retained annuity trust. The terms of the trust provide that the settlor may reacquire any asset forming part of the trust estate by substituting other property of an equivalent

- (8) value. On October 15, 2018, the trust transferred these shares to the reporting person in exchange for the substitution of a promissory note executed by the reporting person in favor of the trust for \$40,526,250. The reporting person is reporting this transaction in the event that it is considered a purchase transaction as opposed to a mere change in form of beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.