

OSHKOSH CORP
Form 4
August 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Sagehorn David M.

(Last) (First) (Middle)

C/O OSHKOSH CORPORATION, 2307 OREGON STREET

(Street)

OSHKOSH, WI 54902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OSHKOSH CORP [OSK]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
			Code	V	Amount or Price (A) or (D)				
Common Stock	08/01/2016		M		3,000 (1)	A	\$ 49.98	111,113.257	D
Common Stock	08/01/2016		S		3,000	D	\$ 54.41 (2)	108,113.257	D
Common Stock	08/01/2016		M		3,995	A	\$ 12.04	112,108.257	D
Common Stock	08/01/2016		S		3,995	D	\$ 54	108,113.257	D
	08/01/2016		M			A	\$ 32.1	150,613.257	D

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Common Stock				42,500				
				<u>(3)</u>				
Common Stock	08/01/2016		S	42,500	D	\$ 54.12	108,113.257	D
						<u>(4)</u>		

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. Amount or Number of Shares
<u>(5)</u> Options	\$ 49.98	08/01/2016		M	3,000	<u>(6)</u> 10/18/2016	Common Stock	3,000
<u>(5)</u> Options	\$ 12.04	08/01/2016		M	3,995	<u>(7)</u> 10/16/2018	Common Stock	3,995
<u>(5)</u> Options	\$ 32.1	08/01/2016		M	42,500	<u>(8)</u> 09/14/2016	Common Stock	42,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sagehorn David M. C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902			Exec. VP and CFO	

Signatures

Ignacio A. Cortina, for David M. Sagehorn

08/03/2016

__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) Reporting Person completed a cashless exercise of OSK stock options granted to Reporting Person in 2006 and due to expire on October 18, 2016.
- (2) Represents weighted average price. Individual sales by lot ranged from \$54.00 to \$54.96. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.
- (3) Reporting Person completed a cashless exercise of OSK stock options granted to Reporting Person in 2009 and due to expire on September 14, 2016.
- (4) Represents weighted average price. Individual sales by lot ranged from \$54.00 to \$54.19. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.
- (5) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (6) Options vest in one-third (1/3) annual increments commencing on 09/18/2007.
- (7) Options vest in one-third (1/3) annual increments commencing on 09/16/2009.
- (8) Options vest in one-third (1/3) annual increments commencing on 09/14/2010.

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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