

OSHKOSH CORP
Form 4
February 26, 2014

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 *
POLNASZEK THOMAS J

(Last) (First) (Middle)

C/O OSHKOSH CORPORATION, 2307 OREGON STREET

(Street)

OSHKOSH, WI 54902-7062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2014

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)
Senior VP and Controller

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	02/24/2014		M		6,000	A	\$ 41.04
Common Stock	02/24/2014		S		6,000	D	\$ 57.25 (1)
Common Stock	02/24/2014		M		6,000	A	\$ 49.98
Common Stock	02/24/2014		S		6,000	D	\$ 57.21 (2)

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Common Stock	02/24/2014		M	25,000	A	\$ 12.04	61,651.15	D
Common Stock	02/24/2014		S	25,000	D	\$ 56.86 (3)	36,651.15	D
Common Stock	02/24/2014		M	20,000	A	\$ 32.1	56,651.15	D
Common Stock	02/24/2014		S	20,000	D	\$ 56.86 (4)	36,651.15	D
Common Stock	02/24/2014		M	20,000	A	\$ 28.73	56,651.15	D
Common Stock	02/24/2014		S	20,000	D	\$ 56.86 (5)	36,651.15	D
Common Stock	02/24/2014		M	12,333	A	\$ 19.24	48,984.15	D
Common Stock	02/24/2014		S	12,333	D	\$ 56.86 (6)	36,651.15	D
Common Stock	02/24/2014		M	3,666	A	\$ 28.96	40,317.15	D
Common Stock	02/24/2014		S	3,666	D	\$ 57.18 (7)	36,651.15	D

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

<u>(8)</u> Options	\$ 41.04	02/24/2014	M	6,000	<u>(9)</u>	10/19/2015	Common Stock	6,000
<u>(8)</u> Options	\$ 49.98	02/24/2014	M	6,000	<u>(10)</u>	10/18/2016	Common Stock	6,000
<u>(8)</u> Options	\$ 12.04	02/24/2014	M	25,000	<u>(11)</u>	10/16/2018	Common Stock	25,000
<u>(8)</u> Options	\$ 32.1	02/24/2014	M	20,000	<u>(12)</u>	09/14/2016	Common Stock	20,000
<u>(8)</u> Options	\$ 28.73	02/24/2014	M	20,000	<u>(13)</u>	09/20/2017	Common Stock	20,000
<u>(8)</u> Options	\$ 19.24	02/24/2014	M	12,333	<u>(14)</u>	09/19/2018	Common Stock	12,333
<u>(8)</u> Options	\$ 28.96	02/24/2014	M	3,666	<u>(15)</u>	09/17/2019	Common Stock	3,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLNASZEK THOMAS J C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902-7062			Senior VP and Controller	

Signatures

Thomas J. Polnaszek 02/26/2014

**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 weighted average price. Individual sales by lot ranged from \$57.22 to \$57.30. 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.
 - (2) Represents weighted average price. Individual sales by lot ranged from \$57.18 to \$57.27. 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) Represents weighted average price. Individual sales by lot ranged from \$56.66 to \$57.19. 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.
 - (4) Represents weighted average price. Individual sales by lot ranged from \$56.66 to \$57.19. 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) Represents weighted average price. Individual sales by lot ranged from \$56.66 to \$57.16. 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.
 - (6) Represents weighted average price. Individual sales by lot ranged from \$56.66 to \$57.13. 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.

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- (7) Represents weighted average price. Individual sales by lot ranged from \$57.16 to \$57.22. 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.
- (8) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (9) Options vest in one-third (1/3) annual increments commencing on 9/19/2006.
- (10) Options vest in one-third (1/3) annual increments commencing on 9/18/2007.
- (11) Options vest in one-third (1/3) annual increments commencing on 9/16/2009.
- (12) Options vest in one-third (1/3) annual increments commencing on 09/14/2010.
- (13) Options vest in one-third (1/3) annual increments commencing on 09/20/2011.
- (14) Options vest in one-third (1/3) annual increments commencing on 9/19/2012.
- (15) Options vest in one-third (1/3) annual increments commencing on 9/17/2013.

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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