

OSHKOSH CORP

Form 4

September 17, 2014

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SZEWS CHARLES L

(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)

09/15/2014

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)

Chief Executive Officer

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 Ownership (Instr. 4)
Common Stock	09/16/2014		M	14,261.953	A	186,959.953	D
Common Stock	09/16/2014		F	6,223	D	\$ 46.72	180,736.953 D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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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 Underlying (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
Options <sup>(2)</sup>	\$ 46.94	09/15/2014		A	83,150	<sup>(3)</sup>	09/15/2021	Common Stock
Restricted Stock Units	<sup>(1)</sup>	09/15/2014		A	44,750	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock
Restricted Stock Units	<sup>(1)</sup>	09/16/2014		M	14,261.953	09/16/2014	<sup>(5)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZEWS CHARLES L C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902-7062	X		Chief Executive Officer	

## Signatures

Charles L. Szews 09/17/2014

                    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) Each restricted stock unit represents a contingent right to receive one share of OSK common stock.
- (2) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Options vest in one-third (1/3) annual increments commencing on 9/15/2015.
- (4) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/15/2015.
- (5) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/16/2014.

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.