

OSHKOSH CORP

Form 4

November 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson James W.

(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)

11/12/2014

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)
Exec. VP & Pres., Fire & Emerg

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 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)
Common Stock	11/12/2014		M	5,000	A \$ 32.1	35,399.169	D
Common Stock	11/12/2014		S	5,000	D \$ (1) 46.76	30,399.169	D
Common Stock	11/12/2014		M	20,000	A \$ 19.24	50,399.169	D
Common Stock	11/12/2014		S	20,000	D \$ (2) 46.62	30,399.169	D

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Common Stock	11/12/2014	M	9,333	A	\$ 28.96	39,732.169	D
Common Stock	11/12/2014	S	9,333	D	\$ 46.61 (3)	30,405.899 (4)	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. Amount or Number of Shares
Options (5)	\$ 32.1	11/12/2014		M	5,000	(6) 09/14/2016	Common Stock	5,000
Options (5)	\$ 19.24	11/12/2014		M	20,000	(7) 09/19/2018	Common Stock	20,000
Options (5)	\$ 28.96	11/12/2014		M	9,333	(8) 09/17/2019	Common Stock	9,333

Reporting Owners

Reporting Owner Name / Address	Relationships
Johnson James W. C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902	Director 10% Owner Officer Exec. VP & Pres., Fire & Emerg

Signatures

Bryan J. Blankfield, for James W. Johnson 11/13/2014

__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 \$46.62 to \$46.93. 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 \$46.51 to \$46.78. 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 \$46.51 to \$46.78. 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.

Amount includes a total of 454.44 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 11/13/2014.

(4) Between 10/17/2014 and 11/13/2014, the reporting person acquired 6.73 shares under the Oshkosh Corporation Employee Stock Purchase Plan.

(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 09/14/2010.

(7) Options vest in one-third (1/3) annual increments commencing on 9/19/2012.

(8) 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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