

Johnson James W.
Form 4
December 04, 2017

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 *
Johnson James W.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & Pres., Fire & Emerg

C/O OSHKOSH CORPORATION, 2307 OREGON STREET

(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

OSHKOSH, WI 54902

(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	11/30/2017		M	5,600	\$ 47.33	A	51,672.633 D
Common Stock	11/30/2017		S	5,600	\$ 90.59	D	46,072.633 D
Common Stock	11/30/2017		M	9,100	\$ 46.94	A	55,172.633 D
Common Stock	11/30/2017		S	9,100	\$ 90.62	D	46,072.633 D
Common Stock	11/30/2017		M	7,600	\$ 41.52	A	53,672.633 D

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Common Stock	11/30/2017	S	7,600	D	\$ 90.56	46,072.633	D
					<u>(1)</u>		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options ⁽²⁾	\$ 47.33	11/30/2017		M	5,600	⁽³⁾ 09/16/2020	Common Stock 5,600
Options ⁽²⁾	\$ 46.94	11/30/2017		M	9,100	⁽⁴⁾ 11/12/2022	Common Stock 9,100
Options ⁽²⁾	\$ 41.52	11/30/2017		M	7,600	⁽⁵⁾ 11/12/2022	Common Stock 7,600
Restricted Stock Units	⁽⁶⁾	11/30/2017		A	4.507	⁽⁷⁾ ⁽⁷⁾	Common Stock 4.507
Restricted Stock Units	⁽⁶⁾	11/30/2017		A	8.204	⁽⁸⁾ ⁽⁸⁾	Common Stock 8.204

Reporting Owners

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

Signatures

Ignacio A. Cortina, for James W.
Johnson

12/04/2017

__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 \$90.55 to \$90.59. 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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Options vest in one-third (1/3) annual increments commencing on 11/12/2016.
- (4) Options vest in one-third (1/3) annual increments commencing on 9/16/2014.
- (5) Options vest in one-third (1/3) annual increments commencing on 9/15/2015.
- (6) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (7) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/12/2015.
- (8) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/21/2016.

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.