

VERHOFF DONALD H
Form 4
November 23, 2004

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 *
VERHOFF DONALD H

(Last) (First) (Middle)

C/O OSHKOSH TRUCK CORPORATION, 2307 OREGON STREET

(Street)

OSHKOSH, WI 54902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2004

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 below) ___ Other (specify below)
Exec. Vice Pres, Technology

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 (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	11/19/2004		M		30,000	A	\$ 6.375
Common Stock	11/19/2004		M		15,000	A	\$ 7.875
Common Stock	11/19/2004		M		20,000	A	\$ 15.25
Common Stock	11/19/2004		S		23,700	D	\$ 62
Common Stock	11/19/2004		S		400	D	\$ 62.07

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Common Stock	11/19/2004	S	800	D	\$ 62.08	47,885.48	D
Common Stock	11/19/2004	S	800	D	\$ 62.13	47,085.48	D
Common Stock	11/19/2004	S	1,000	D	\$ 62.14	46,085.48	D
Common Stock	11/19/2004	S	3,300	D	\$ 62.15	42,785.48	D
Common Stock	11/19/2004	S	100	D	\$ 62.16	42,685.48	D
Common Stock	11/19/2004	S	1,100	D	\$ 62.17	41,585.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.2	41,085.48	D
Common Stock	11/19/2004	S	100	D	\$ 62.32	40,985.48	D
Common Stock	11/19/2004	S	100	D	\$ 62.33	40,885.48	D
Common Stock	11/19/2004	S	200	D	\$ 62.34	40,685.48	D
Common Stock	11/19/2004	S	3,500	D	\$ 62.35	37,185.48	D
Common Stock	11/19/2004	S	1,300	D	\$ 62.36	35,885.48	D
Common Stock	11/19/2004	S	1,900	D	\$ 62.37	33,985.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.38	33,485.48	D
Common Stock	11/19/2004	S	300	D	\$ 62.39	33,185.48	D
Common Stock	11/19/2004	S	2,000	D	\$ 62.4	31,185.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.41	30,685.48	D
Common Stock	11/19/2004	S	1,400	D	\$ 62.42	29,285.48	D
Common Stock	11/19/2004	S	2,500	D	\$ 62.44	26,785.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.45	26,285.48	D
	11/19/2004	S	900	D		25,385.48	D

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Common Stock					\$					62.47
Common Stock	11/19/2004		S	800	D	\$	24,585.48		D	62.48

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
Option <u>(1)</u>	\$ 6.375	11/19/2004		M	30,000	<u>(2)</u> 03/02/2008	Common Stock	30,000
Option <u>(1)</u>	\$ 7.875	11/19/2004		M	15,000	<u>(3)</u> 10/21/2008	Common Stock	15,000
Option <u>(1)</u>	\$ 15.25	11/19/2004		M	20,000	<u>(4)</u> 10/21/2009	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERHOFF DONALD H C/O OSHKOSH TRUCK CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902			Exec. Vice Pres, Technology	

Signatures

Donald H.
Verhoff 11/23/2004

**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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (2) Vested on various dates. Fully vested as of 2/2/2001.
- (3) Vested on various dates. Fully vested as of 9/21/2001.
- (4) Vested on various dates. Fully vested as of 9/21/2002.

Remarks:

1 of 2 Forms 4

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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