

OSHKOSH CORP
Form 4
September 19, 2016

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.

(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)
09/15/2016

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)
Exec. VP & Pres., Fire & Emerg

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)
			Code	V	Amount or Price		
Common Stock	09/15/2016		M		1,496.904 A <u>11</u>		36,423.307 D
Common Stock	09/15/2016		F		524 D \$ 56.17		35,899.307 D
Common Stock	09/16/2016		M		1,497.392 A <u>11</u>		37,396.699 D
Common Stock	09/16/2016		F		525 D \$ 55.9 <u>(2)</u>		36,936.899 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	09/15/2016		M	1,496.904	09/15/2016	(3)	Common Stock	1,496.904
Restricted Stock Units	(1)	09/16/2016		M	1,497.392	09/16/2016	(4)	Common Stock	1,497.392

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

09/19/2016

**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.

Amount includes a total of 578.31 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 9/19/2016.

(2) Between 10/17/2015 and 9/19/2016, the reporting person acquired 65.2 shares under the Oshkosh Corporation Employee Stock Purchase Plan.

(3) Restricted Stock Unit Award vests 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 9/16/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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