

OMTVEDT CRAIG P
Form 4
August 08, 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 *
OMTVEDT CRAIG P

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)
08/04/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount (A) or Price (D) | | |
| Common Stock | 08/04/2017 | | | M | 1,950 A \$ 39.91 | D | |
| Common Stock | 08/04/2017 | | | S | 1,950 D \$ 74.77 | D | |
| Common Stock | 08/04/2017 | | | M | 2,600 A \$ 7.95 | D | |
| Common Stock | 08/04/2017 | | | S | 2,600 D \$ 74.84 | D | |
| Common Stock | 08/04/2017 | | | M | 2,500 (1) A \$ 38.46 | D | |

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Common Stock 08/04/2017 S 2,500 D \$ 74.84 30,424.15 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| <u>Options</u> (2) | \$ 39.91 | 08/04/2017 | | M | 1,950 | <u>(3)</u> 06/20/2018 | Common Stock | 1,950 |
| <u>Options</u> (2) | \$ 7.95 | 08/04/2017 | | M | 2,600 | <u>(4)</u> 03/04/2019 | Common Stock | 2,600 |
| <u>Options</u> (2) | \$ 38.46 | 08/04/2017 | | M | 2,500 | <u>(5)</u> 02/01/2018 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OMTVEDT CRAIG P C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902 | X | | | |

Signatures

Ignacio A. Cortina, for Craig P. Omtvedt 08/08/2017

**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) Reporting Person completed a cashless exercise of OSK stock options granted to Reporting Person in 2011 and due to expire on February 1, 2018.
- (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 5/20/2009.
- (4) Options vest in one-third (1/3) annual increments commencing on 2/3/2010.
- (5) Options vest in one-third (1/3) annual increments commencing on 2/1/2012.

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.