

Freeders James C  
 Form 4  
 November 21, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Freeders James C

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)  
 11/19/2018

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

Senior VP and Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/20/2018		M	353.343 A <u>(1)</u>	4,222.895	D	
Common Stock	11/20/2018		F	114 D \$ 65.29	4,116.295 <u>(2)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Options <sup>(3)</sup>	\$ 66.09	11/19/2018		A		5,575		<sup>(4)</sup>	11/19/2028	Common Stock
Restricted Stock Units	<sup>(5)</sup>	11/19/2018		A		2,525		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock
Restricted Stock Units	<sup>(1)</sup>	11/20/2018		M		353.343		11/20/2018	<sup>(7)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeders James C C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902			Senior VP and Controller	

## Signatures

Ignacio A. Cortina, for James C.  
Freeders

11/21/2018

\*\*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 614.96 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 11/21/2018.

(2) Between 11/14/2017 and 11/21/2018, the reporting person acquired 7.40 shares under the Oshkosh Corporation Employee Stock Purchase Plan.

(3) Option (right to buy) granted pursuant to the Company's Stock Plan.

(4) Options vest in one-third (1/3) annual increments commencing on 11/19/2019.

(5) Restricted Stock Unit Award granted pursuant to the Company's Stock Plan.

(6) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/19/2019.

## Edgar Filing: Freeders James C - Form 4

(7) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/20/2018.

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.