OSHKOSH CORP

Form 4

September 17, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Jones Wilson R

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

OSHKOSH CORP [OSK]

(Check all applicable)

C/O OSHKOSH

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 09/15/2015

Director 10% Owner X_ Officer (give title _ Other (specify

below)

President and COO

CORPORATION, 2307 OREGON **STREET**

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

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 Approximately 1.	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	09/15/2015		M	5,047.694	A	<u>(1)</u>	83,107.354	D			
Common Stock	09/15/2015		F	1,767	D	\$ 39.58	81,340.354	D			
Common Stock	09/16/2015		M	5,062.568	A	<u>(1)</u>	86,402.922	D			
Common Stock	09/16/2015		F	2,318	D	\$ 40.86	84,084.922	D			

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

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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 or 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	<u>(1)</u>	09/15/2015		M		5,047.694	09/15/2015	<u>(2)</u>	Common Stock	5,047.0
Restricted Stock Units	<u>(1)</u>	09/16/2015		M		5,062.568	09/16/2015	(3)	Common Stock	5,062.5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jones Wilson R C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902

President and COO

Signatures

Ignacio A. Cortina, for Wilson R. Jones

09/17/2015

**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.
- (2) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/15/2015.
- (3) 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. 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.

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