OSHKOSH CORP

Form 4

November 16, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

0.5

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * POLNASZEK THOMAS J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

OSHKOSH CORP [OSK]

(Check all applicable)

C/O OSHKOSH

(First)

CORPORATION, 2307 OREGON **STREET**

3. Date of Earliest Transaction

(Month/Day/Year) 11/12/2015

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

Senior VP and Controller

(Street)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OSHKOSH, WI 54902-7062

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) 5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

Ownership (Instr. 4) (Instr. 4)

7. Nature of

Indirect

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

(Month/Day/Year)

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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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (1)	\$ 41.52	11/12/2015		A	11,475	<u>(2)</u>	11/12/2022	Common Stock	11,475
Restricted Stock Units	(3)	11/12/2015		A	5,575	<u>(4)</u>	<u>(4)</u>	Common Stock	5,575

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

POLNASZEK THOMAS J C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902-7062

Senior VP and Controller

Signatures

Ignacio A. Cortina, for Thomas J. Polnaszek

11/16/2015

**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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (2) Options vest in one-third (1/3) annual increments commencing on 11/12/2016.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (4) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/12/2016.

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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