#### VERHOFF DONALD H

Form 4 March 03, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

03/03/2010

(Print or Type Responses)

VERHOFF DONALD H Sym			ymbol				Issuer			
	OSHKO	OSHKOSH CORP [OSK]				(Check all applicable)				
(Last)	(First) (	Middle) 3. Date o	f Earliest Tran	nsaction						
		(Month/Day/Year)				Director 10% Owner Officer (give title Other (specify below)				
C/O OSHK		03/03/2010								
CORPORA STREET	TION, 2307 ORI	EGON					/	ce Pres, Techno	logy	
	endment, Date Original				6. Individual or Joint/Group Filing(Check					
	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
OSHKOSH						Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-Der	rivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of 2. Transaction Date 2A. Deemed			3. 4. Securities Acquired				5. Amount of 6. Ownership 7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any		on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(IIIstr. 3)		(Month/Day/Year)	(Instr. 8)	(msu. 5,	4 and	3)	Owned	Indirect (I)	Ownership	
		, ,	,				Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported Transaction(s)			
			C 1 V	<b>A</b> .	or	ъ.	(Instr. 3 and 4)			
Common			Code V A	Amount	(D)	Price \$				
Stock	03/03/2010		M 8	8,900	A	19.75	27,645.96	D		

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

S

8,900

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

18,745.96

D

\$

(1)

D

37.04

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof 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. De Se (In
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (2)	\$ 19.75	03/03/2010	M	8,900	(3)	10/15/2013	Common Stock	8,900	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VERHOFF DONALD H C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902

Exec. Vice Pres, Technology

## **Signatures**

Bryan J. Blankfield, for Donald H. Verhoff

03/03/2010

\*\*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).
  - Represents weighted average price. Individual sales by lot ranged from \$37.01 to \$37.06. The Reporting Person undertakes to provide,
- (1) upon request by the issuer, or a security holder of the issuer, the full information regarding the number of shares sold at each separate price.
- (2) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Vested on various dates. Fully vested as of 9/15/2006.

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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