

POLNASZEK THOMAS J
 Form 4
 February 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
 POLNASZEK THOMAS J

(Last) (First) (Middle)

C/O OSHKOSH CORPORATION, 2307 OREGON STREET

(Street)

OSHKOSH, WI 54902-7062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 OSHKOSH CORP [OSK]

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 02/07/2013 | | M | 9,000 | A \$ 19.75 | 47,652.55 | D |
| Common Stock | 02/07/2013 | | S | 9,000 | D \$ 39.89 (1) | 38,652.55 | D |
| Common Stock | 02/07/2013 | | M | 6,000 | A \$ 28.27 | 44,652.55 | D |
| Common Stock | 02/07/2013 | | S | 6,000 | D \$ 39.89 (1) | 38,724.1 (2) | D |

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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. I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Options (3) | \$ 19.75 | 02/07/2013 | | M | 9,000 | (4) 10/15/2013 | Common Stock | 9,000 |
| Options (3) | \$ 28.27 | 02/07/2013 | | M | 6,000 | (5) 10/14/2014 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POLNASZEK THOMAS J C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902-7062 | | | Senior VP and Controller | |

Signatures

Thomas J. Polnaszek 02/08/2013

**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) Represents weighted average price. Individual sales by lot ranged from \$39.69 to \$39.97. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.
- (2)

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Amount includes a total of 2,843.81 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 2/8/2013. Between 9/18/2012 and 2/8/2013, the reporting person acquired 71.55 shares under the Oshkosh Corporation Employee Stock Purchase Plan.

- (3) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (4) Vested on various dates. Fully vested on 9/15/2006.
- (5) Vested on various dates. Fully vested on 9/14/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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