OSHKOSH CORP

Form 4

November 19, 2013

FORM 4

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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Check this box

SECURITIES 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Sagehorn David M.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) OSHKOSH CORP [OSK]

(Check all applicable)

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

Director X_ Officer (give title

10% Owner _ Other (specify

C/O OSHKOSH CORPORATION, 2307 OREGON

(Street)

STREET

below)

Exec. VP and CFO

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/15/2013

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) Tab l	le I - Non-I	Derivative (Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
Stock	11/15/2013		M	3,000	A	28.27	72,667	D	
Common Stock	11/15/2013		S	3,000	D	\$ 50.58 (1)	69,667	D	
Common Stock	11/15/2013		M	3,000	A	\$ 41.04	72,667	D	
Common Stock	11/15/2013		S	3,000	D	\$ 50.58 (2)	69,667	D	

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Common Stock	11/15/2013	M	11,500	A	\$ 12.04	81,167	D
Common Stock	11/15/2013	S	11,500	D	\$ 50.58 (3)	69,667	D
Common Stock	11/15/2013	M	55,000	A	\$ 28.73	124,667	D
Common Stock	11/15/2013	S	55,000	D	\$ 50.58 (4)	69,667	D
Common Stock	11/18/2013	M	68,505	A	\$ 12.04	138,172	D
Common Stock	11/18/2013	S	68,505	D	\$ 50.12 (5)	69,667	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. Transactic Code (Instr. 8)	orDerivative		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 or Number of Shares
Options (6)	\$ 28.27	11/15/2013		M		3,000	<u>(7)</u>	10/14/2014	Common Stock	3,000
Options (6)	\$ 41.04	11/15/2013		M		3,000	<u>(8)</u>	10/19/2015	Common Stock	3,000
Options (6)	\$ 12.04	11/15/2013		M		11,500	<u>(9)</u>	10/16/2018	Common Stock	11,500
Options (6)	\$ 28.73	11/15/2013		M		55,000	(10)	09/20/2017	Common Stock	55,000
Options (6)	\$ 12.04	11/18/2013		M		68,505	<u>(9)</u>	10/16/2018	Common Stock	68,505

Reporting Owners

Reporting Owner Name / Address	Relationships							
zerporung o maer ruma / rauszoos	Director	10% Owner	Officer	Other				
Sagehorn David M. C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902			Exec. VP and CFO					

Signatures

David M.
Sagehorn

**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 \$50.46 to \$50.81. 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.
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- (3) Represents weighted average price. Individual sales by lot ranged from \$50.42 to \$50.84. 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.
- (4) Represents weighted average price. Individual sales by lot ranged from \$50.43 to \$50.89. 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.
- (5) Represents weighted average price. Individual sales by lot ranged from \$50.00 to \$50.52. 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.
- (6) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (7) Options vest in one-third (1/3) annual increments commencing on 09/14/2005.
- (8) Options vest in one-third (1/3) annual increments commencing on 09/19/2006.
- (9) Options vest in one-third (1/3) annual increments commencing on 09/16/2009.
- (10) Options vest in one-third (1/3) annual increments commencing on 09/20/2011.

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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