OSHKOSH CORP

Form 4

September 17, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nerenhausen Frank R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) (Middle)

(Zin)

3. Date of Earliest Transaction

OSHKOSH CORP [OSK]

(Month/Day/Year) 09/15/2014

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

below) EVP & Pres. Access Segment

C/O OSHKOSH CORPORATION, 2307 OREGON **STREET**

(Street)

(State)

(City)

(Last)

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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y 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)	(5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	09/16/2014		M	1,854.054	A	<u>(1)</u>	26,555.054	D	
Common Stock	09/16/2014		F	584	D	\$ 46.72	25,971.054	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
					(4)	(D)	Date Exercisable	Expiration Date	Title
Options (2)	\$ 46.94	09/15/2014		Code V A	(A) 11,600	(D)	<u>(3)</u>	09/15/2021	Common Stock
Restricted Stock Units	<u>(1)</u>	09/15/2014		A	5,550		<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	<u>(1)</u>	09/16/2014		M		1,854.054	09/16/2014	<u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Nerenhausen Frank R. C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902

EVP & Pres. Access Segment

Signatures

Bryan J. Blankfield, for Frank R.
Nerenhausen
09/17/2014

**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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Options vest in one-third (1/3) annual increments commencing on 9/15/2015.
- (4) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/15/2015.
- (5) 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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