

OSHKOSH TRUCK CORP

Form 4

May 26, 2005

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEADERS MARK A

(Last) (First) (Middle)

C/O OSHKOSH TRUCK
CORPORATION, 2307 OREGON
STREET

(Street)

OSHKOSH, WI 54902-7062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

OSHKOSH TRUCK CORP [OSK]

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

05/24/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Exec VP and COO, Pierce Mfg.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/24/2005		A	4.95 ⁽¹⁾	A \$ 79.98	15,695.02	D
Common Stock	05/25/2005		M	13,333	A \$ 29.38	29,028.02	D
Common Stock	05/25/2005		M	6,000	A \$ 39.5	35,028.02	D
Common Stock	05/25/2005		S	19,333	D \$ ⁽²⁾	78.618 15,695.02	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. Amount or Number of Shares
Option (3)	\$ 29.38	05/25/2005		M	13,333	(4) 10/16/2012	Common Stock	13,333
Option (3)	\$ 39.5	05/25/2005		M	6,000	(5) 10/15/2013	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MEADERS MARK A
C/O OSHKOSH TRUCK CORPORATION
2307 OREGON STREET
OSHKOSH, WI 54902-7062

Exec VP and COO, Pierce Mfg.

Signatures

Mark A.
Meaders 05/26/2005

**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 stock units payable in Oshkosh Truck Corporation common stock in accordance with the dividend reinvestment feature of the Oshkosh Truck Corporation Deferred Compensation Plan for Directors and Executive Officers.
- (2) Represents weighted average price. Individual sales by lot ranged from \$77.60 to \$79.75.
- (3) Option (right to buy) granted pursuant to the Company's Stock Plan.

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(4) Vested on various dates. Portion disposed of fully vested as of 9/16/2004.

(5) Vested on various dates. Portion disposed of fully vested as of 09/15/2004.

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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