OSHKOSH CORP

Form 4

February 28, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Form 4 or Form 5

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * May Marek W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior VP, Operations

below)

Issuer

(First) (Last)

(Middle)

OSHKOSH CORP [OSK] 3. Date of Earliest Transaction

> Director X_ Officer (give title below)

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/27/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

OSHKOSH, WI 54902

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) (Instr. 4) Following

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) |) | (Month/Day/Year) | | (Instr. 3 and 4) | |
|------------------------------|---|------------|-------------------------|-----------------|---|------------------------|--------------------|-----------------|-------------------------------------|--|
| | | | | Code V | (A) (| D) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 02/27/2014 | | A | 2.179 | (2) | (2) | Common Stock | 2.179 | |
| Restricted Stock Units | (1) | 02/27/2014 | | A | 13.063 | (3) | (3) | Common Stock | 13.063 | |
| Restricted Stock Units | <u>(4)</u> | 02/27/2014 | | A | 8.883 | <u>(5)</u> | (5) | Common Stock | 8.883 | |

Reporting Owners

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

May Marek W. C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902

Senior VP, Operations

Signatures

Marek W. May 02/28/2014

**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 the cash equivalent of one share of OSK Common Stock.
- (2) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 9/19/2011.
- (3) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 9/17/2012.
- (4) Each restricted stock unit represents a contingent right to receive one share of OSK common stock.
- (5) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 9/16/2013.

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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