

ZOLNOWSKI MATTHEW J

Form 4

November 12, 2004

FORM 4**UNITED 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZOLNOWSKI MATTHEW J

(Last) (First) (Middle)

C/O OSHKOSH TRUCK
CORPORATION, 2307 OREGON
STREET

(Street)

OSHKOSH, WI 54902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OSHKOSH TRUCK CORP [OSK]

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

11/11/2004

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 & Chief Admin Offcr

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/11/2004 | | M | | 21,000 | A | \$ 4.667 | 68,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 30,000 | A | \$ 5.583 | 98,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 30,000 | A | \$ 6.375 | 128,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 39,000 | A | \$ 7.875 | 167,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 32,000 | A | \$ 15.25 | 199,200.76 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------|------------|---|
| Common Stock | 11/11/2004 | M | 36,000 | A | \$ 16.562 | 235,200.76 | D |
| Common Stock | 11/11/2004 | M | 30,000 | A | \$ 19.555 | 265,200.76 | D |
| Common Stock | 11/11/2004 | S | 30,500 | D | \$ 62.8 | 234,700.76 | D |
| Common Stock | 11/11/2004 | S | 1,400 | D | \$ 62.83 | 233,300.76 | D |
| Common Stock | 11/11/2004 | S | 1,000 | D | \$ 62.84 | 232,300.76 | D |
| Common Stock | 11/11/2004 | S | 101,500 | D | \$ 62.85 | 130,800.76 | D |
| Common Stock | 11/11/2004 | S | 200 | D | \$ 62.86 | 130,600.76 | D |
| Common Stock | 11/11/2004 | S | 100 | D | \$ 62.87 | 130,500.76 | D |
| Common Stock | 11/11/2004 | S | 8,200 | D | \$ 62.9 | 122,300.76 | D |
| Common Stock | 11/11/2004 | S | 100 | D | \$ 62.95 | 122,200.76 | D |
| Common Stock | 11/11/2004 | S | 5,500 | D | \$ 62.96 | 116,700.76 | D |
| Common Stock | 11/11/2004 | S | 200 | D | \$ 62.97 | 116,500.76 | D |
| Common Stock | 11/11/2004 | S | 200 | D | \$ 62.98 | 116,300.76 | D |
| Common Stock | 11/11/2004 | S | 1,000 | D | \$ 62.99 | 115,300.76 | D |
| Common Stock | 11/11/2004 | S | 67,800 | D | \$ 63 | 47,500.76 | D |
| Common Stock | 11/11/2004 | S | 300 | D | \$ 63.02 | 47,200.76 | 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)

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| 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. D S (I | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (1) | \$ 4.667 | 11/11/2004 | | M | | 21,000 | | (2) | 10/25/2005 | Common Stock | 21,000 |
| Option (1) | \$ 5.583 | 11/11/2004 | | M | | 30,000 | | (3) | 12/19/2007 | Common Stock | 30,000 |
| Option (1) | \$ 6.375 | 11/11/2004 | | M | | 30,000 | | (4) | 03/02/2008 | Common Stock | 30,000 |
| Option (1) | \$ 7.875 | 11/11/2004 | | M | | 39,000 | | (5) | 10/21/2008 | Common Stock | 39,000 |
| Option (1) | \$ 15.25 | 11/11/2004 | | M | | 32,000 | | (6) | 10/21/2009 | Common Stock | 32,000 |
| Option (1) | \$ 16.562 | 11/11/2004 | | M | | 36,000 | | (7) | 10/19/2010 | Common Stock | 36,000 |
| Option (1) | \$ 19.555 | 11/11/2004 | | M | | 30,000 | | (8) | 10/18/2011 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| ZOLNOWSKI MATTHEW J C/O OSHKOSH TRUCK CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902 | Exec VP & Chief Admin Offer |

Signatures

Matthew J.
Zolnowski 11/12/2004

**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) Option (right to buy) granted pursuant to the Company's Stock Plan.

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- (2) Vested on various dates. Fully vested as of 9/25/1998.
- (3) Vested on various dates. Fully vested as of 11/19/2000.
- (4) Vested on various dates. Fully vested as of 2/2/2001.
- (5) Vested on various dates. Fully vested as of 9/21/2001.
- (6) Vested on various dates. Fully vested as of 9/21/2002.
- (7) Vested on various dates. Fully vested as of 9/19/2003.
- (8) Vested on various dates. Fully vested as of 9/18/2004.

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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