OSHKOSH CORP

Form 4

November 15, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

> January 31, 2005

> > 0.5

Estimated average burden hours per

Expires:

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Check this box

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.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Jones Wilson R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle)

(Zip)

OSHKOSH CORP [OSK]

(Check all applicable)

C/O OSHKOSH

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 11/11/2016

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

6. Individual or Joint/Group Filing(Check

below) President and CEO

CORPORATION, 2307 OREGON **STREET**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

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

OSHKOSH, WI 54902

(City)

(City)	(State)	Ta	ble I - Non	-Derivative Sec	ed, 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. Transactic Code (Instr. 8)	4. Securities A on Disposed of (D (Instr. 3, 4 and Amount)	d (A) or	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)
Common Stock	11/11/2016		M	14,710.724	A	<u>(1)</u>	114,919.683	D	
Common Stock	11/11/2016		F	7,297	D	\$ 65.71	107,622.683	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)	Transaction Code (Instr. 8)	5. Number of iDerivative 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)	
	j				(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stock Units	<u>(1)</u>	11/11/2016		M	14,710.724	11/12/2016	(2)	Common Stock	14,71

Reporting Owners

Reporting Owner Name / Address Director

X

10% Owner Officer Other

Relationships

Jones Wilson R C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902

President and CEO

Signatures

Ignacio A. Cortina, for Wilson R. 11/15/2016 Jones

> **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) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/12/2016.

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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