May Marek W. Form 4 December 06, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 3235-0287

**OMB APPROVAL** 

Number: Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

(City)

(First) (Middle)

(Zip)

OSHKOSH CORP [OSK] 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

Senior VP, Operations

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

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

Filed(Month/Day/Year)

(Month/Day/Year)

12/05/2017

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

OSHKOSH, WI 54902

(	Jity)	(State) (	Table Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title Securi		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio		ties Acquired isposed of (D)		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr.	3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial	
			(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Com		12/05/2017		M	2.309 (1)	A	\$ 90.04	10,443.18	D		
Com		12/05/2017		F	2	D	\$ 90.04	10,441.18	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)	Code	5. Number ion 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	12/05/2017		M	2.309	(3)	(3)	Common Stock	2.309	\$

## **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**

Ignacio A. Cortina, for Marek W. May

\*\*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) Dividend paid on Restricted Stock Units vested and distributed on November 21, 2017 which fell between dividend record date and dividend payment date.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (3) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/21/2017.

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.

Reporting Owners 2