



Edgar Filing: OSHKOSH CORP - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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
Options <u>(4)</u>	\$ 28.73	11/21/2014		M	1,667	<u>(5)</u> 09/20/2017	Common Stock	1,667
Options <u>(4)</u>	\$ 28.96	11/21/2014		M	3,333	<u>(6)</u> 09/17/2019	Common Stock	3,333

## 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 11/24/2014

\*\*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) Represents weighted average price. Individual sales by lot ranged from \$48.42 to \$48.47. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents weighted average price. Individual sales by lot ranged from \$48.42 to \$48.44. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.

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Amount includes a total of 68.05 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 11/24/2014.

- (3) Between 9/17/2013 and 11/24/2014, the reporting person acquired 9.05 shares under the Oshkosh Corporation Employee Stock Purchase Plan.
- (4) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (5) Options vest in one-third (1/3) annual increments commencing on 09/20/2011.
- (6) Options vest in one-third (1/3) annual increments commencing on 9/17/2013.

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.