

OSHKOSH CORP
Form 4
November 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson James W.

2. Issuer Name and Ticker or Trading Symbol
OSHKOSH CORP [OSK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & Pres., Fire & Emerg

C/O OSHKOSH CORPORATION, 2307 OREGON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OSHKOSH, WI 54902

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	11/12/2014		M	5,000	A \$ 32.1	35,399.169	D
Common Stock	11/12/2014		S	5,000	D \$ 46.76	30,399.169	D
Common Stock	11/12/2014		M	20,000	A \$ 19.24	50,399.169	D
Common Stock	11/12/2014		S	20,000	D \$ 46.62	30,399.169	D

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 \$46.62 to \$46.93. 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 \$46.51 to \$46.78. 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.
- (3) Represents weighted average price. Individual sales by lot ranged from \$46.51 to \$46.78. 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.

Amount includes a total of 454.44 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 11/13/2014.
- (4) Between 10/17/2014 and 11/13/2014, the reporting person acquired 6.73 shares under the Oshkosh Corporation Employee Stock Purchase Plan.
- (5) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (6) Options vest in one-third (1/3) annual increments commencing on 09/14/2010.
- (7) Options vest in one-third (1/3) annual increments commencing on 9/19/2012.
- (8) 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.