

Johnson James W.  
Form 4  
December 04, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
C/O OSHKOSH CORPORATION, 2307 OREGON STREET

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2017

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

(Street)  
OSHKOSH, WI 54902

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 11/30/2017                           |  | M                              | 5,600 A \$ 47.33  | 51,672.633  | D  |                                   |
| Common Stock                    | 11/30/2017                           |  | S                              | 5,600 D \$ 90.59  | 46,072.633  | D  |                                   |
| Common Stock                    | 11/30/2017                           |  | M                              | 9,100 A \$ 46.94  | 55,172.633  | D  |                                   |
| Common Stock                    | 11/30/2017                           |  | S                              | 9,100 D \$ 90.62  | 46,072.633  | D  |                                   |
| Common Stock                    | 11/30/2017                           |  | M                              | 7,600 A \$ 41.52  | 53,672.633  | D  |                                   |

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|                 |            |   |       |   |                           |            |   |
|-----------------|------------|---|-------|---|---------------------------|------------|---|
| Common<br>Stock | 11/30/2017 | S | 7,600 | D | \$<br>90.56<br><u>(1)</u> | 46,072.633 | D |
|-----------------|------------|---|-------|---|---------------------------|------------|---|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Options <sup>(2)</sup>                     | \$ 47.33   | 11/30/2017                           |  | M                              | 5,600   | <sup>(3)</sup> 09/16/2020                                | Common Stock 5,600  |
| Options <sup>(2)</sup>                     | \$ 46.94   | 11/30/2017                           |  | M                              | 9,100   | <sup>(4)</sup> 11/12/2022                                | Common Stock 9,100  |
| Options <sup>(2)</sup>                     | \$ 41.52   | 11/30/2017                           |  | M                              | 7,600   | <sup>(5)</sup> 11/12/2022                                | Common Stock 7,600  |
| Restricted Stock Units                     | <sup>(6)</sup>   | 11/30/2017                           |  | A                              | 4.507   | <sup>(7)</sup> <sup>(7)</sup>                            | Common Stock 4.507  |
| Restricted Stock Units                     | <sup>(6)</sup>   | 11/30/2017                           |  | A                              | 8.204   | <sup>(8)</sup> <sup>(8)</sup>                            | Common Stock 8.204  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Johnson James W.<br>C/O OSHKOSH CORPORATION<br>2307 OREGON STREET<br>OSHKOSH, WI 54902 |               |           | Exec. VP & Pres., Fire & Emerg |       |

## Signatures

Ignacio A. Cortina, for James W.  
Johnson

12/04/2017

\_\_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 \$90.55 to \$90.59. 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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Options vest in one-third (1/3) annual increments commencing on 11/12/2016.
- (4) Options vest in one-third (1/3) annual increments commencing on 9/16/2014.
- (5) Options vest in one-third (1/3) annual increments commencing on 9/15/2015.
- (6) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (7) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/12/2015.
- (8) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/21/2016.

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.