

OSHKOSH CORP  
Form 4  
May 30, 2014

**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 \*  
**KIMMITT JOSEPH H**

(Last) (First) (Middle)

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

(Street)

**OSHKOSH, WI 54902**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/28/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Vice President**

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

**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)
			Code	V	Amount or Price		
Common Stock	05/28/2014		M		14,000 A \$ 28.27	50,278	D
Common Stock	05/28/2014		S		14,000 D \$ 54.9	36,278	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Options <sup>(1)</sup>	\$ 28.27	05/28/2014		M	14,000	<sup>(2)</sup> 10/14/2014	Common Stock	14,000
Restricted Stock Units	<sup>(3)</sup>	05/29/2014		A	11,775	<sup>(4)</sup> <sup>(4)</sup>	Common Stock	11,775

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIMMITT JOSEPH H C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902			Executive Vice President	

## Signatures

Bryan J. Blankfield, for Joseph H. Kimmitt  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

05/30/2014  
 \_\_\_\_\_  
 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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (2) Options vest in one-third (1/3) annual increments commencing on 9/14/2005.
- (3) Each restricted stock unit represents a contingent right to receive one share of OSK common stock.
- (4) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 9/16/2013.

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.