

ZOLNOWSKI MATTHEW J
Form 4
November 12, 2004

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
ZOLNOWSKI MATTHEW J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Exec VP & Chief Admin Offcr

(Last) (First) (Middle)
C/O OSHKOSH TRUCK CORPORATION, 2307 OREGON STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2004

(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 | Price | |
| Common Stock | 11/11/2004 | | M | | 21,000 | A \$ 4.667 68,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 30,000 | A \$ 5.583 98,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 30,000 | A \$ 6.375 128,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 39,000 | A \$ 7.875 167,200.76 | D |
| Common Stock | 11/11/2004 | | M | | 32,000 | A \$ 15.25 199,200.76 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------|------------|---|
| Common Stock | 11/11/2004 | M | 36,000 | A | \$ 16.562 | 235,200.76 | D |
| Common Stock | 11/11/2004 | M | 30,000 | A | \$ 19.555 | 265,200.76 | D |
| Common Stock | 11/11/2004 | S | 30,500 | D | \$ 62.8 | 234,700.76 | D |
| Common Stock | 11/11/2004 | S | 1,400 | D | \$ 62.83 | 233,300.76 | D |
| Common Stock | 11/11/2004 | S | 1,000 | D | \$ 62.84 | 232,300.76 | D |
| Common Stock | 11/11/2004 | S | 101,500 | D | \$ 62.85 | 130,800.76 | D |
| Common Stock | 11/11/2004 | S | 200 | D | \$ 62.86 | 130,600.76 | D |
| Common Stock | 11/11/2004 | S | 100 | D | \$ 62.87 | 130,500.76 | D |
| Common Stock | 11/11/2004 | S | 8,200 | D | \$ 62.9 | 122,300.76 | D |
| Common Stock | 11/11/2004 | S | 100 | D | \$ 62.95 | 122,200.76 | D |
| Common Stock | 11/11/2004 | S | 5,500 | D | \$ 62.96 | 116,700.76 | D |
| Common Stock | 11/11/2004 | S | 200 | D | \$ 62.97 | 116,500.76 | D |
| Common Stock | 11/11/2004 | S | 200 | D | \$ 62.98 | 116,300.76 | D |
| Common Stock | 11/11/2004 | S | 1,000 | D | \$ 62.99 | 115,300.76 | D |
| Common Stock | 11/11/2004 | S | 67,800 | D | \$ 63 | 47,500.76 | D |
| Common Stock | 11/11/2004 | S | 300 | D | \$ 63.02 | 47,200.76 | D |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (1) | \$ 4.667 | 11/11/2004 | | M | 21,000 | (2) 10/25/2005 | Common Stock | 21,000 |
| Option (1) | \$ 5.583 | 11/11/2004 | | M | 30,000 | (3) 12/19/2007 | Common Stock | 30,000 |
| Option (1) | \$ 6.375 | 11/11/2004 | | M | 30,000 | (4) 03/02/2008 | Common Stock | 30,000 |
| Option (1) | \$ 7.875 | 11/11/2004 | | M | 39,000 | (5) 10/21/2008 | Common Stock | 39,000 |
| Option (1) | \$ 15.25 | 11/11/2004 | | M | 32,000 | (6) 10/21/2009 | Common Stock | 32,000 |
| Option (1) | \$ 16.562 | 11/11/2004 | | M | 36,000 | (7) 10/19/2010 | Common Stock | 36,000 |
| Option (1) | \$ 19.555 | 11/11/2004 | | M | 30,000 | (8) 10/18/2011 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZOLNOWSKI MATTHEW J C/O OSHKOSH TRUCK CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902 | | | Exec VP & Chief Admin Offer | |

Signatures

Matthew J. Zolnowski
 11/12/2004
 **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) Option (right to buy) granted pursuant to the Company's Stock Plan.

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- (2) Vested on various dates. Fully vested as of 9/25/1998.
- (3) Vested on various dates. Fully vested as of 11/19/2000.
- (4) Vested on various dates. Fully vested as of 2/2/2001.
- (5) Vested on various dates. Fully vested as of 9/21/2001.
- (6) Vested on various dates. Fully vested as of 9/21/2002.
- (7) Vested on various dates. Fully vested as of 9/19/2003.
- (8) Vested on various dates. Fully vested as of 9/18/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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