Fenner Thomas D Form 4 August 26, 2009

## FORM 4

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

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Fenner Thomas D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

**STREET** 

(City)

(Middle)

(Zip)

OSHKOSH CORP [OSK]

(Check all applicable)

C/O OSHKOSH CORPORATION, 2307 OREGON

(Street)

(State)

(First)

3. Date of Earliest Transaction (Month/Day/Year) 08/21/2009

Director 10% Owner X\_ Officer (give title Other (specify below)

Exec. VP, Global Manufacturing

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

OSHKOSH, WI 54902

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(23.27-1)	(mour r)
Common Stock	08/21/2009		M	8,000	A	\$ 7.625	15,094.26	D	
Common Stock	08/21/2009		F	4,802	D	\$ 26.9	10,369.7 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Fenner Thomas D - Form 4

# 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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S6 (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (2)	\$ 7.625	08/21/2009		M	8,000	<u>(3)</u>	10/21/2009	Common	8,000	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fenner Thomas D C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902

Exec. VP, Global Manufacturing

## **Signatures**

Bryan J. Blankfield, for Thomas D. Fenner 08/26/2009

\*\*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).

Amount includes a total of 467.70 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 8/21/2009.

- (1) Between 9/19/2008 and 8/21/2009, the reporting person acquired 77.44 shares under the Oshkosh Corporation Employee Stock Purchase Plan.
- (2) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Vested on various dates. Fully vested as of 9/21/2002.

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.

Reporting Owners 2