OSHKOSH CORP

Form 4 August 30, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KIMMITT JOSEPH H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

OSHKOSH CORP [OSK] 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

Executive Vice President

(Check all applicable)

C/O OSHKOSH CORPORATION, 2307 OREGON

(Street)

STREET

Security

(Instr. 3)

below)

6. Individual or Joint/Group Filing(Check

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

(Instr. 8)

(Month/Day/Year)

08/29/2016

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OSHKOSH, WI 54902

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Reported (A) Transaction(s) or

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

(Month/Day/Year)

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)

(Instr. 4)

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	/Year)	(Instr. 3 and	4)	Se (Iı
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	08/29/2016		A	5.226	(2)	(2)	Common Stock	5.226	
Restricted Stock Units	(1)	08/29/2016		A	10.449	<u>(3)</u>	(3)	Common Stock	10.449	
Restricted Stock Units	(1)	08/29/2016		A	17.489	<u>(4)</u>	<u>(4)</u>	Common Stock	17.489	

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

Ignacio A. Cortina, for Joseph H. Kimmitt

08/30/2016

**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) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (2) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 9/16/2013.
- (3) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 9/15/2014.
- (4) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/12/2015.

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.

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