

OSHKOSH CORP

Form 4

September 17, 2015

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

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POLNASZEK THOMAS J**

(Last) (First) (Middle)

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

(Street)

**OSHKOSH, WI 54902-7062**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/15/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior VP and Controller**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	(A) or (D)	Price
Common Stock	09/15/2015		M		1,664.978	A	<u>11</u> 36,302.364
Common Stock	09/15/2015		F		583	D	\$ 39.58 35,719.364
Common Stock	09/16/2015		M		1,675.891	D	<u>11</u> 37,395.255
Common Stock	09/16/2015		F		587	D	\$ 40.86 36,808.255

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.**

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(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 Number Shares
Restricted Stock Units	<u>(1)</u>	09/15/2015		M	1,664.978	09/15/2015 <u>(2)</u>	Common Stock 1,664.9
Restricted Stock Units	<u>(1)</u>	09/16/2015		M	1,675.891	09/16/2015 <u>(3)</u>	Common Stock 1,675.8

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POLNASZEK THOMAS J C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902-7062	Senior VP and Controller

## Signatures

Ignacio A. Cortina, for Thomas J. Polnaszek 09/17/2015

\_\_\_\_\_  
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) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/15/2015.
- (3) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/16/2014.

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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