

ZOLNOWSKI MATTHEW J
 Form 4
 November 12, 2004

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

OMB APPROVAL

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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 *
 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)

(Last) (First) (Middle)

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

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

C/O OSHKOSH TRUCK CORPORATION, 2307 OREGON STREET

(Street)

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

OSHKOSH, WI 54902

(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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(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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