

Nerenhausen Frank R.
Form 4
November 22, 2017

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 *
Nerenhausen Frank R.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Pres. Access Segment

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/21/2017 | | M | | 1,412.814 | A | 11 |
| Common Stock | 11/21/2017 | | F | | 652 | D | \$ 86.23 |
| | | | | | | | 42,875.559 |
| | | | | | | | 42,223.559 |

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.

SEC 1474 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Options ⁽²⁾ | \$ 86.59 | 11/20/2017 | | A | | 6,350 | | ⁽³⁾ | 11/20/2027 | Common Stock |
| Restricted Stock Units | ⁽⁴⁾ | 11/20/2017 | | A | | 3,950 | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock |
| Restricted Stock Units | ⁽¹⁾ | 11/21/2017 | | M | | 1,412.814 | | 11/21/2017 | ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nerenhausen Frank R. C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902 | | | EVP & Pres. Access Segment | |

Signatures

Ignacio A. Cortina, for Frank R.
Nerenhausen

11/22/2017

⁽¹⁾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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Options vest in one-third (1/3) annual increments commencing on 11/20/2018.
- (4) Restricted Stock Unit Award granted pursuant to the Company's Stock Plan.
- (5) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/20/2018.
- (6) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/21/2017.

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.