

OSHKOSH CORP

Form 4

February 01, 2017

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Wilson R

(Last) (First) (Middle)

C/O OSHKOSH
CORPORATION, 2307 OREGON
STREET

(Street)

OSHKOSH, WI 54902

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial (Instr. 4)
Common Stock	01/30/2017		M	V Amount (A) or (D) Price 10,000 A \$ 54.63	117,622.683	D	
Common Stock	01/30/2017		S	10,000 D \$ 71.01 (1)	107,622.683	D	
Common Stock	01/30/2017		M	15,000 A \$ 28.73	122,622.683	D	
Common Stock	01/30/2017		S	15,000 D \$ 71 (2)	107,622.683	D	

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options (3)	\$ 54.63	01/30/2017		M	10,000	(4)	10/17/2017	Common Stock 10,000
Options (3)	\$ 28.73	01/30/2017		M	15,000	(5)	09/20/2017	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jones Wilson R C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902	X President and CEO

Signatures

Wilson R. Jones 02/01/2017
 **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).

- Represents weighted average price. Individual sales by lot ranged from \$71.00 to \$71.02. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.
- Represents weighted average price. Individual sales by lot ranged from \$71.00 to \$71.04. The Company will provide, upon request by the SEC staff, the full information regarding the number of shares purchased or sold at each separate price.
- Option (right to buy) granted pursuant to the Company's Stock Plan.

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(4) Options vest in one-third (1/3) annual increments commencing on 9/17/2008.

(5) Options vest in one-third (1/3) annual increments commencing on 09/20/2011.

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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