

KIMMITT JOSEPH H  
Form 4  
November 22, 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

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(Print or Type Responses)

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

(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)  
11/20/2017

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 \_\_\_\_\_ Other (specify  
below) below)  
Executive Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/21/2017                              |                                                             | M                                       | 1,025.3                                                                 | A                                                                                                                  | 11                                                                      | 53,046.713 D                                                      |
| Common<br>Stock                       | 11/21/2017                              |                                                             | F                                       | 465                                                                     | D                                                                                                                  | \$<br>86.23                                                             | 52,581.713 D                                                      |

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

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SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Options <sup>(2)</sup>                     | \$ 86.59                                               | 11/20/2017                           |                                                    | A                              | 3,825                                                                                   | <sup>(3)</sup> 11/20/2027                                | Common Stock 3,                                             |
| Restricted Stock Units                     | <sup>(4)</sup>                                         | 11/20/2017                           |                                                    | A                              | 2,375                                                                                   | <sup>(5)</sup> <sup>(5)</sup>                            | Common Stock 2,                                             |
| Restricted Stock Units                     | <sup>(1)</sup>                                         | 11/21/2017                           |                                                    | M                              | 1,025.3                                                                                 | 11/21/2017 <sup>(6)</sup>                                | Common Stock 1,0                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| KIMMITT JOSEPH H<br>C/O OSHKOSH CORPORATION<br>2307 OREGON STREET<br>OSHKOSH, WI 54902 | Executive Vice President         |

## Signatures

Ignacio A. Cortina, for Joseph H. Kimmitt 11/22/2017

<sup>(1)</sup>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.

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