

OSHKOSH TRUCK CORP
Form 4
May 26, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MEADERS MARK A

(Last) (First) (Middle)

C/O OSHKOSH TRUCK CORPORATION, 2307 OREGON STREET

(Street)

OSHKOSH, WI 54902-7062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2005

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)
Exec VP and COO, Pierce Mfg.

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 (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	05/24/2005		A		4.95 ⁽¹⁾	\$ 79.98	15,695.02	D
Common Stock	05/25/2005		M		13,333	\$ 29.38	29,028.02	D
Common Stock	05/25/2005		M		6,000	\$ 39.5	35,028.02	D
Common Stock	05/25/2005		S		19,333	\$ 78.618 ⁽²⁾	15,695.02	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)

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
Option (3)	\$ 29.38	05/25/2005		M	13,333	(4) 10/16/2012	Common Stock	13,333
Option (3)	\$ 39.5	05/25/2005		M	6,000	(5) 10/15/2013	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MEADERS MARK A
C/O OSHKOSH TRUCK CORPORATION
2307 OREGON STREET
OSHKOSH, WI 54902-7062

Exec VP and COO, Pierce Mfg.

Signatures

Mark A. Meaders 05/26/2005

__Signature of Date
Reporting Person

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) Represents stock units payable in Oshkosh Truck Corporation common stock in accordance with the dividend reinvestment feature of the Oshkosh Truck Corporation Deferred Compensation Plan for Directors and Executive Officers.
- (2) Represents weighted average price. Individual sales by lot ranged from \$77.60 to \$79.75.
- (3) Option (right to buy) granted pursuant to the Company's Stock Plan.

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(4) Vested on various dates. Portion disposed of fully vested as of 9/16/2004.

(5) Vested on various dates. Portion disposed of fully vested as of 09/15/2004.

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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