

Messina Robert S
Form 4
August 08, 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 *
Messina Robert S

(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)

08/07/2017

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)

Senior VP, Engineering & Tech.

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 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 Beneficial Ownership (Instr. 4)
Common Stock	08/07/2017		M	3,400	A \$ 28.96	12,558.337	D
Common Stock	08/07/2017		S	3,400	D \$ 75.23	9,158.337	D

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

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information contained in this form are not
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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options ⁽¹⁾	\$ 28.96	08/07/2017		M	3,400	⁽²⁾ 09/17/2019	Common Stock 3,400
Stock Appreciation Rights ⁽³⁾	\$ 19.24	08/07/2017		M	4,500	⁽⁴⁾ 09/19/2018	Common Stock 4,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Messina Robert S C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902	Senior VP, Engineering & Tech.

Signatures

Robert S.
Messina 08/08/2017

 **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).
- (1) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (2) Options vest in one-third (1/3) annual increments commencing on 9/17/2013.
- (3) Stock Appreciation Rights Award granted pursuant to the Company's Stock Plan.
- (4) Stock Appreciation Rights Award vests in one-third (1/3) annual increments commencing on 9/19/2012.

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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