

Sims Robert H
 Form 4
 December 06, 2018

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 *
 Sims Robert H

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)
 12/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief HR Officer

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/04/2018 | | M | V | 4.047 <u>(1)</u> \$ 71.56 | A | 5,750.088 D |
| Common Stock | 12/04/2018 | | F | | 2 \$ 71.56 | D | 5,748.088 D |
| Common Stock | 12/04/2018 | | M | | 3.108 <u>(2)</u> \$ 71.56 | A | 5,751.196 D |
| Common Stock | 12/04/2018 | | F | | 1 \$ 71.56 | D | 5,750.196 D |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|------------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | | |
| Restricted Stock Units | (3) | 12/03/2018 | | A | 10.762 | | (4) | (4) | Common Stock | 10.762 |
| Restricted Stock Units | (3) | 12/03/2018 | | A | 8.094 | | (5) | (5) | Common Stock | 8.094 |
| Restricted Stock Units | (3) | 12/03/2018 | | A | 9.332 | | (6) | (6) | Common Stock | 9.332 |
| Restricted Stock Units | (3) | 12/04/2018 | | M | | 4.047 | (7) | (7) | Common Stock | 4.047 |
| Restricted Stock Units | (3) | 12/04/2018 | | M | | 3.108 | (8) | (8) | Common Stock | 3.108 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sims Robert H C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902 | | | EVP & Chief HR Officer | |

Signatures

Ignacio A. Cortina, for Robert H. Sims
12/06/2018

**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) Dividend paid on Restricted Stock Units vested and distributed on November 21, 2018 which fell between dividend record date and dividend payment date.
- (2) Dividend paid on Restricted Stock Units vested and distributed on November 20, 2018 which fell between dividend record date and dividend payment date.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (4) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 8/22/2016.
- (5) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/21/2016.
- (6) The Restricted Stock Units acquired will be settled proportionately with the Restricted Stock Units Award originally granted on 11/20/2017.
- (7) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/21/2017.
- (8) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 11/20/2018.

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.