

Bryant John J
Form 4
March 01, 2019

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 *
Bryant John J

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)
02/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Pres, Defense Segment

(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)
			Code	V Amount or (D) Price			
Common Stock	02/28/2019		M	(1) 1,134 A \$ 28.96	6,309.182	D	
Common Stock	02/28/2019		S	682 D \$ 77.85	5,627.182	D	
Common Stock	02/28/2019		M	2,000 A \$ 47.33	7,627.182	D	
Common Stock	02/28/2019		S	1,500 D \$ 77.81	6,127.182	D	
Common Stock	02/28/2019		M	3,575 A \$ 46.94	9,702.182	D	

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Common	02/28/2019	S	2,637	D	\$	77.87	7,065.182	D
Stock					(2)			

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)	8. Amount or Number of Shares
Options (3)	\$ 28.96	02/28/2019		M	1,134	(4) 09/17/2019	Common Stock	1,134
Options (3)	\$ 47.33	02/28/2019		M	2,000	(5) 09/16/2020	Common Stock	2,000
Options (3)	\$ 46.94	02/28/2019		M	3,575	(6) 09/15/2021	Common Stock	3,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bryant John J C/O OSHKOSH CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902			EVP and Pres, Defense Segment	

Signatures

Ignacio A. Cortina, for John J. Bryant
03/01/2019

__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) Reporting Person completed a cashless exercise of OSK stock options granted in 2012 and due to expire on September 17, 2019.
- (2) Represents weighted average price. Individual sales by lot ranged from \$77.83 to \$77.86. 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.
- (3) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (4) Options vest in one-third (1/3) annual increments commencing on 9/17/2013.
- (5) Options vest in one-third (1/3) annual increments commencing on 9/16/2014.
- (6) Options vest in one-third (1/3) annual increments commencing on 9/15/2015.

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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