

OSHKOSH CORP  
Form 4  
February 27, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Nerenhausen Frank R.

(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)  
02/23/2017

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)  
EVP & Pres. Access Segment

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/23/2017                           |  | M                              | (A)<br>V Amount (D) Price<br>1,200 (1) A \$ 54.63                 | 41,118.473  | D  |   |
| Common Stock                    | 02/23/2017                           |  | S                              | (A)<br>V Amount (D) Price<br>1,200 (2) D \$ 69.05                 | 39,918.473  | D  |   |
| Common Stock                    | 02/23/2017                           |  | M                              | (A)<br>V Amount (D) Price<br>20,000 (3) A \$ 28.73                | 59,918.473  | D  |   |
| Common Stock                    | 02/23/2017                           |  | S                              | (A)<br>V Amount (D) Price<br>20,000 D \$ 69                       | 39,918.473  | D  |   |
|                                 | 02/24/2017                           |  | M                              | (A)<br>V Amount (D) Price<br>A                                    | 41,718.473  | D  |   |

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|              |            |  |   |            |   |       |            |   |
|--------------|------------|--|---|------------|---|-------|------------|---|
| Common Stock |            |  |   | 1,800      |   | \$    |            |   |
|              |            |  |   | <u>(1)</u> |   | 54.63 |            |   |
| Common Stock | 02/24/2017 |  | S | 1,800      | D | \$    | 39,918.473 | D |
|              |            |  |   |            |   | 65.67 |            |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options <u>(4)</u>                         | \$ 54.63   | 02/23/2017                           |  | M                              | 1,200   | <u>(5)</u> 10/17/2017                                    | Common Stock  | 1,200                         |
| Options <u>(4)</u>                         | \$ 28.73   | 02/23/2017                           |  | M                              | 20,000  | <u>(6)</u> 09/20/2017                                    | Common Stock  | 20,000                        |
| Options <u>(4)</u>                         | \$ 54.63   | 02/24/2017                           |  | M                              | 1,800   | <u>(5)</u> 10/17/2017                                    | Common Stock  | 1,800                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Nerenhausen Frank R.<br>C/O OSHKOSH CORPORATION<br>2307 OREGON STREET<br>OSHKOSH, WI 54902 |               |           | EVP & Pres. Access Segment |       |

## Signatures

Ignacio A. Cortina, for Frank R.  
Nerenhausen

02/27/2017

\_\_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) Reporting Person completed a cashless exercise of OSK stock options granted to Reporting Person in 2007 and due to expire on October 17, 2017.
- (2) Represents weighted average price. Individual sales by lot ranged from \$69.00 to \$69.10. 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) Reporting Person completed a cashless exercise of OSK stock options granted to Reporting Person in 2010 and due to expire on September 20, 2017.
- (4) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (5) Options vest in one-third (1/3) annual increments commencing on 09/17/2008.
- (6) Options vest in one-third (1/3) annual increments commencing on 09/20/2011.

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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