Sims Robert H
Form 4
December 06, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sims Robert H

(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)
12/03/2018

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 below) _____ Other (specify below)
EVP & Chief HR Officer

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/04/2018		M		4.047 (1)	A	$ 71.56	5,750.088	D	
Common Stock	12/04/2018		F		2	D	$ 71.56	5,748.088	D	
Common Stock	12/04/2018		M		3.108 (2)	A	$ 71.56	5,751.196	D	
Common Stock	12/04/2018		F		1	D	$ 71.56	5,750.196	D	

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

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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
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.
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