FITES DONALD V

Form 4

February 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * FITES DONALD V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

OSHKOSH TRUCK CORP [OSK]

3. Date of Earliest Transaction (Month/Day/Year)

02/01/2005

(Check all applicable)

10% Owner

Officer (give title Other (specify

C/O OSHKOSH TRUCK CORPORATION, 2307 OREGON **STREET**

(First)

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

OSHKOSH, WI 54902

(,)	(~)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispose	d of	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership			
						Following	(Instr. 4)	(Instr. 4)			
				(4)		Reported					
				(A)		Transaction(s)					
			C + V	or	ъ.	(Instr. 3 and 4)					
~			Code V	Amount (D)	Price						
Common	02/01/2005		A	138.7 A	\$	10,377.07	D				
Stock	02/01/2003		А	<u>(1)</u>	73.9	10,577.07	Ъ				
Common				(2)							
Stock	02/01/2005		A	$625 \frac{(2)}{}$ A	\$ 0	11,002.07	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. Transactic Code (Instr. 8)	5. Number proof 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. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (3)	\$ 73.9	02/01/2005		A	1,525	<u>(4)</u>	03/01/2015	Common	1,525	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FITES DONALD V C/O OSHKOSH TRUCK CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902



Signatures

Donald V. Fites 02/02/2005

**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) Represents stock units payable in Oshkosh Truck Corporation Common Stock following cessation of the Reporting Person's service as a director in accordance with the Oshkosh Truck Corporation Deferred Compensation Plan for Directors and Executive Officers.
- (2) Restricted Shares granted to Reporting Person on February 1, 2005, subject to certain vesting and forfeiture provisions.
- (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 02/01/2006.

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.

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