Sims Robert H Form 4 August 24, 2018

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

C/O OSHKOSH

(First)

(Middle)

(Zip)

OSHKOSH CORP [OSK] 3. Date of Earliest Transaction

(Month/Day/Year) 08/22/2018

(Check all applicable)

CORPORATION, 2307 OREGON **STREET**

X_ Officer (give title below)

Director

Other (specify

10% Owner

EVP & Chief HR Officer

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OSHKOSH, WI 54902

(City)

		Lai	ble 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acquired (A) ansaction Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
					(A)		Reported	(I)		
					or		Transaction(s)	(Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/22/2018		M	2,841.622	A	<u>(1)</u>	5,361.922	D		
Common Stock	08/22/2018		F	910	D	\$ 69.43	4,451.922	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of (Month/Day/Year) (Instr. 8) Acquired (A)			Acquired (A) or						
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
				Code v	(11) (D)				Shares	
Restricted Stock Units	<u>(1)</u>	08/22/2018		M	2,841.622	08/22/2018	(2)	Common Stock	2,841.0	
	Derivative Security (Instr. 3)	Derivative Security or Exercise Price of Derivative Security Restricted Stock (1)	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Restricted Stock (1) 08/22/2018	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Restricted Stock (1) 08/22/2018 Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code (Instr. 3) Price of Derivative Security Code V Restricted Stock (I) 08/22/2018 Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security New York of Derivative Security New York of Derivative Security Derivative Security Security Price of Derivative Security Code V (A) (D) Restricted Stock (Month/Day/Year)	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Security (Instr. 3) Price of Derivative Security Security Security Security Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 3, 4, and 5) Restricted Stock (L) 08/22/2018 M 2,841.622 08/22/2018	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Restricted Stock Derivative Security O8/22/2018 Derivative Security Derivative Security Expiration Date (Month/Day/Year) TransactiorDerivative Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Security Security Security Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Security Security Security Security Security Security Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Security Security Security Security Securities (Month/Day/Year) Securities (Month/Day/Year) (Instr. 3 and Securities (Month/Day/Year) Securities (Month/Day/Year) (Instr. 3 and Securities (Month/Day/Year) Securities Securities (Month/Day/Year) Secur	

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

08/24/2018

**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) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (2) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 8/22/2017.

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Reporting Owners 2