

OSHKOSH CORP  
Form 3  
May 14, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Messina Robert S</p> <p>(Last) (First) (Middle)</p> <p>C/O OSHKOSH CORPORATION,Â 2307 OREGON STREET</p> <p>(Street)</p> <p>OSHKOSH,Â WIÂ 54902</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/12/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>OSHKOSH CORP [OSK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior VP, Engineering &amp; Tech.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 5,282.868 <sup>(1)</sup>                                 | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|   | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|-------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Options <sup>(2)</sup>                      | Â <sup>(3)</sup>  | 09/20/2017      | Common Stock | 2,500                      | \$ 28.73 | D                                     | Â |
| Options <sup>(2)</sup>                      | Â <sup>(4)</sup>  | 09/17/2019      | Common Stock | 3,400                      | \$ 28.96 | D                                     | Â |
| Options <sup>(2)</sup>                      | Â <sup>(5)</sup>  | 09/16/2020      | Common Stock | 2,600                      | \$ 47.33 | D                                     | Â |
| Options <sup>(2)</sup>                      | Â <sup>(6)</sup>  | 09/15/2021      | Common Stock | 5,475                      | \$ 46.94 | D                                     | Â |
| Stock Appreciation Right <sup>(7)</sup>     | Â <sup>(8)</sup>  | 09/19/2018      | Common Stock | 4,500                      | \$ 19.24 | D                                     | Â |
| Restricted Stock Unit Award <sup>(9)</sup>  | Â <sup>(10)</sup> | 09/16/2016      | Common Stock | 1,562.797                  | \$ 0     | D                                     | Â |
| Restricted Stock Unit Award <sup>(9)</sup>  | Â <sup>(11)</sup> | 09/15/2017      | Common Stock | 2,971.251                  | \$ 0     | D                                     | Â |
| Restricted Stock Unit Award <sup>(9)</sup>  | Â <sup>(12)</sup> | 02/13/2018      | Common Stock | 2,150                      | \$ 0     | D                                     | Â |
| Restricted Stock Unit Award <sup>(13)</sup> | Â <sup>(14)</sup> | 12/15/2015      | Common Stock | 2,546.928                  | \$ 0     | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Messina Robert S<br>C/O OSHKOSH CORPORATION<br>2307 OREGON STREET<br>OSHKOSH, WI 54902 | Â             | Â         | Â Senior VP, Engineering & Tech. | Â     |

## Signatures

Robert S. Messina 05/14/2015

<sup>(1)</sup>Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Total includes 1,067 shares of Restricted Stock, subject to certain vesting and forfeiture provisions, and includes a total of 713.07 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 5/14/2015.
- (2) Option (right to buy) granted pursuant to the Company's Stock Plan.

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- (3) Options vest in one-third (1/3) annual increments commencing on 09/20/2011.
- (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.
- (7) Stock Appreciation Rights Award granted pursuant to the Company's Stock Plan.
- (8) Stock Appreciation Rights Award vests in one-third (1/3) annual increments commencing on 9/19/2012.
- (9) Each Restricted Stock Unit represents a contingent right to receive one share of OSK common stock.
- (10) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/16/2014.
- (11) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/15/2015.
- (12) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 2/13/2016.
- (13) Each Restricted Stock Unit represents a contingent right to receive the cash equivalent of one share of OSK Common Stock.
- (14) Restricted Stock Unit Award vests in one-third (1/3) annual increments commencing on 9/17/2013.

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.