

BLANKFIELD BRYAN J
Form 4
February 01, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLANKFIELD BRYAN J

(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)
01/31/2013

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)
Exec. VP, Gen. Counsel & Secy.

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	01/31/2013		M		45,000	A	\$ 19.75	81,213.33	D
Common Stock	01/31/2013		S		45,000	D	\$ 39.1 ⁽¹⁾	36,213.33	D
Common Stock	01/31/2013		M		14,600	A	\$ 28.27	50,813.33	D
Common Stock	01/31/2013		S		14,600	D	\$ 39.1 ⁽¹⁾	36,213.33	D
Common Stock	01/31/2013		M		27,000	A	\$ 12.04	63,213.33	D

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Common Stock 01/31/2013 S 27,000 D \$ 39.1
(1) 36,213.33 D

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

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(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 (2)	\$ 19.75	01/31/2013		M	45,000	(3) 10/15/2013	Common Stock	45,000
Options (2)	\$ 28.27	01/31/2013		M	14,600	(4) 10/14/2014	Common Stock	14,600
Options (2)	\$ 12.04	01/31/2013		M	27,000	(5) 10/16/2018	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BLANKFIELD BRYAN J
C/O OSHKOSH CORPORATION
2307 OREGON STREET
OSHKOSH, WI 54902

Exec. VP, Gen. Counsel & Secy.

Signatures

Bryan J.
Blankfield 02/01/2013

**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 weighted average price. Individual sales by lot ranged from \$39.03 to \$39.20. 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.
- (2) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (3) Vested on various dates. Fully vested on 9/15/2006.
- (4) Vested on various dates. Fully vested on 9/14/2007.
- (5) Vested on various dates. Fully vested on 9/16/2011.

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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