

**OSHKOSH CORP**  
Reported by  
**POLNASZEK THOMAS J**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/08/13 for the Period Ending 02/07/13

Address	2307 OREGON ST P O BOX 2566 OSHKOSH, WI 54903
Telephone	920 235 9151
CIK	0000775158
Symbol	OSK
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	09/30

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>POLNASZEK THOMAS J</b>  (Last) (First) (Middle) <b>C/O OSHKOSH CORPORATION, 2307 OREGON STREET</b>  (Street) <b>OSHKOSH, WI 54902-7062</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OSHKOSH CORP [ OSK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP and Controller</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/7/2013</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/7/2013		M		9000	A	\$19.75	47652.55	D	
Common Stock	2/7/2013		S		9000	D	\$39.89 <sup>(1)</sup>	38652.55	D	
Common Stock	2/7/2013		M		6000	A	\$28.27	44652.55	D	
Common Stock	2/7/2013		S		6000	D	\$39.89 <sup>(1)</sup>	38724.1 <sup>(2)</sup>	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)		(D)	Date Exercisable	Expiration Date	Title				
Options <sup>(3)</sup>	\$19.75	2/7/2013		M			9000	(4)	10/15/2013	Common Stock	9000	\$0 <sup>(3)</sup>	0	D	
Options <sup>(3)</sup>	\$28.27	2/7/2013		M			6000	(5)	10/14/2014	Common Stock	6000	\$0 <sup>(3)</sup>	0	D	

### Explanation of Responses:

- (1) Represents weighted average price. Individual sales by lot ranged from \$39.69 to \$39.97. 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) Amount includes a total of 2,843.81 shares acquired under the Oshkosh Corporation Employee Stock Purchase Plan through 2/8/2013. Between 9/18/2012 and 2/8/2013, the reporting person acquired 71.55 shares under the Oshkosh Corporation Employee Stock Purchase Plan.
- (3) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (4) Vested on various dates. Fully vested on 9/15/2006.

( 5) Vested on various dates. Fully vested on 9/14/2007.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>POLNASZEK THOMAS J</b> <b>C/O OSHKOSH CORPORATION</b>  <b>2307 OREGON STREET</b> <b>OSHKOSH, WI 54902-7062</b>			<b>Senior VP and Controller</b>	

#### Signatures

**Thomas J. Polnaszek**

**2/8/2013**

\*\* Signature of Reporting Person

Date

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

\* 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).

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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