

# OSHKOSH CORP

## FORM 8-K

(Current report filing)

Filed 02/03/05 for the Period Ending 02/01/05

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

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report  
(Date of earliest  
event reported): February 1, 2005

OSHKOSH TRUCK CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other  
jurisdiction of  
incorporation)

1-31371

(Commission File  
Number)

39-0520270

(IRS Employer  
Identification No.)

P.O. Box 2566, Oshkosh, Wisconsin 54903

(Address of principal executive offices, including zip code)

(920) 235-9151

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On February 1, 2005, the Board of Directors of Oshkosh Truck Corporation (the "Company") approved a form of restricted stock award agreement for non-employee directors under the Company's 2004 Incentive Stock and Awards Plan (the "Plan") and also approved, upon recommendation of the Human Resources Committee of the Board (the "Committee") as administrator of the Plan, awards to non-employee directors of (i) restricted stock under the Plan for which such form of restricted stock award agreement will serve as the award agreement and (ii) options to purchase shares of common stock of the Company under the Plan for which the form of stock option award agreement has previously been filed with the Securities and Exchange Commission.

The form of restricted stock award agreement for non-employee directors referred to above is filed as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.  
(b) Not applicable.

(c) Exhibits. The following exhibit is being filed herewith:

(10.1) Form of Oshkosh Truck Corporation 2004 Incentive Stock and Awards Plan Restricted Stock Award Agreement for Non-Employee Directors.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OSHKOSH TRUCK CORPORATION**

Date: February 3, 2005

By: /s/ Bryan J. Blankfield  
Bryan J. Blankfield  
Executive Vice President, General Counsel  
and Secretary

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**OSHKOSH TRUCK CORPORATION**

**Exhibit Index to Current Report on Form 8-K  
Dated February 1, 2005**

Exhibit  
Number

(10.1) Form of Oshkosh Truck Corporation 2004 Incentive Stock and Awards Plan Restricted Stock Award Agreement for Non-Employee Directors.



OSHKOSH TRUCK CORPORATION  
(a Wisconsin corporation)

2004 Incentive Stock and Awards Plan  
Non-Employee Director Restricted Stock Award

[Participant]:

[Participant Address]:

Oshkosh Truck Corporation (the "Company") and you hereby agree as follows:

You have been granted an award of shares of common stock of the Company constituting Restricted Stock under the Oshkosh Truck Corporation 2004 Incentive Stock and Awards Plan (the "Plan") with the following terms and conditions:

**Grant Date:**

**Number of Shares of Restricted Stock:**

**Vesting Schedule:**

Number of Shares of Restricted Stock	Vesting Date
One-third of Shares	1st anniversary of Grant Date
One-third of Shares	2nd anniversary of Grant Date
One-third of Shares	3rd anniversary of Grant Date

You will forfeit any shares of Restricted Stock that are not vested as of the date you cease to be a member of the Board for reasons other than death, Disability or Retirement. Any shares of Restricted Stock that are not vested will become fully vested at the time you cease to be a member of the Board (within the meaning of Plan Section 16(b)) as a result of death, Disability or Retirement.

**Restrictions on Transferability :** You may not sell, transfer, pledge or otherwise alienate or hypothecate any of your shares of Restricted Stock until they are vested.

**Issuance of Share Certificates:** The Company will issue certificate(s) in your name evidencing your shares of Restricted Stock as soon as practicable following your execution of this Award. In addition to any other legends placed on the certificate(s), such certificate(s) will bear substantially the following legend:

The shares of Stock represented by this certificate are subject to forfeiture, and the sale or other transfer of the shares of Stock represented by this certificate (whether voluntary or by operation of law) is subject to certain restrictions, as set forth in a Restricted Stock Award, dated as of \_\_\_\_\_, by and between Oshkosh Truck Corporation and the registered owner hereof. A copy of such Award may be obtained from the Secretary of Oshkosh Truck Corporation.

Upon the vesting of shares of Restricted Stock, you will be entitled to a new certificate(s) for the Shares that have vested, without the foregoing legend, upon making a request for such certificate to the Secretary of the Company.

**Voting Rights and Dividends :** While the shares of Restricted Stock are subject to forfeiture, you may exercise full voting rights and will receive all dividends and other distributions paid with respect to the Restricted Stock, in each case so long as the applicable record date occurs before you forfeit such Shares. If, however, any such dividends or distributions are paid in Shares, such Shares will be subject to the same risk of forfeiture, restrictions on transferability and other terms of this Award as are the shares of Restricted Stock with respect to which they were paid.

This Award is granted under and governed by the terms and conditions of the Plan. Additional provisions regarding your award of Restricted Stock and definitions of capitalized terms used and not defined in this Award can be found in the Plan, a copy of which is attached hereto.

IN WITNESS WHEREOF, the Company has caused this Award to be duly executed, and you have executed this Award Agreement, all as of the Grant Date stated above.

OSHKOSH TRUCK CORPORATION

By: \_\_\_\_\_  
Robert G. Bohn  
Chairman, President and  
Chief Executive Officer

Accepted:

By: \_\_\_\_\_  
Participant Name [Typed]