

VERHOFF DONALD H
Form 4
November 23, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VERHOFF DONALD H

(Last) (First) (Middle)

**C/O OSHKOSH TRUCK
CORPORATION, 2307 OREGON
STREET**

(Street)

OSHKOSH, WI 54902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OSHKOSH TRUCK CORP [OSK]

3. Date of Earliest Transaction
(Month/Day/Year)

11/19/2004

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. Vice Pres, Technology

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	11/19/2004		M		30,000	A	\$ 6.375	37,785.48	D
Common Stock	11/19/2004		M		15,000	A	\$ 7.875	52,785.48	D
Common Stock	11/19/2004		M		20,000	A	\$ 15.25	72,785.48	D
Common Stock	11/19/2004		S		23,700	D	\$ 62	49,085.48	D
Common Stock	11/19/2004		S		400	D	\$ 62.07	48,685.48	D

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Common Stock	11/19/2004	S	800	D	\$ 62.08	47,885.48	D
Common Stock	11/19/2004	S	800	D	\$ 62.13	47,085.48	D
Common Stock	11/19/2004	S	1,000	D	\$ 62.14	46,085.48	D
Common Stock	11/19/2004	S	3,300	D	\$ 62.15	42,785.48	D
Common Stock	11/19/2004	S	100	D	\$ 62.16	42,685.48	D
Common Stock	11/19/2004	S	1,100	D	\$ 62.17	41,585.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.2	41,085.48	D
Common Stock	11/19/2004	S	100	D	\$ 62.32	40,985.48	D
Common Stock	11/19/2004	S	100	D	\$ 62.33	40,885.48	D
Common Stock	11/19/2004	S	200	D	\$ 62.34	40,685.48	D
Common Stock	11/19/2004	S	3,500	D	\$ 62.35	37,185.48	D
Common Stock	11/19/2004	S	1,300	D	\$ 62.36	35,885.48	D
Common Stock	11/19/2004	S	1,900	D	\$ 62.37	33,985.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.38	33,485.48	D
Common Stock	11/19/2004	S	300	D	\$ 62.39	33,185.48	D
Common Stock	11/19/2004	S	2,000	D	\$ 62.4	31,185.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.41	30,685.48	D
Common Stock	11/19/2004	S	1,400	D	\$ 62.42	29,285.48	D
Common Stock	11/19/2004	S	2,500	D	\$ 62.44	26,785.48	D
Common Stock	11/19/2004	S	500	D	\$ 62.45	26,285.48	D
	11/19/2004	S	900	D		25,385.48	D

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Common Stock					\$ 62.47		
Common Stock	11/19/2004		S	800	D	\$ 62.48	24,585.48 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Option (1)	\$ 6.375	11/19/2004		M	30,000	(2)	03/02/2008	Common Stock		30,000
Option (1)	\$ 7.875	11/19/2004		M	15,000	(3)	10/21/2008	Common Stock		15,000
Option (1)	\$ 15.25	11/19/2004		M	20,000	(4)	10/21/2009	Common Stock		20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VERHOFF DONALD H
C/O OSHKOSH TRUCK CORPORATION
2307 OREGON STREET
OSHKOSH, WI 54902

Exec. Vice Pres, Technology

Signatures

Donald H.
Verhoff 11/23/2004

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) Option (right to buy) granted pursuant to the Company's Stock Plan.
- (2) Vested on various dates. Fully vested as of 2/2/2001.
- (3) Vested on various dates. Fully vested as of 9/21/2001.
- (4) Vested on various dates. Fully vested as of 9/21/2002.

Remarks:

1 of 2 Forms 4

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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