

STODDART W JOHN
Form 4
November 24, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STODDART W JOHN

2. Issuer Name and Ticker or Trading Symbol
OSHKOSH TRUCK CORP [OSK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OSHKOSH TRUCK CORPORATION, 2307 OREGON STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP and Pres - Defense

(Street)
OSHKOSH, WI 54902-7062

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/22/2004 | | M | A | \$ 19.555 | 25,750 | D |
| Common Stock | 11/22/2004 | | M | A | \$ 29.38 | 39,083 | D |
| Common Stock | 11/22/2004 | | M | A | \$ 39.5 | 40,750 | D |
| Common Stock | 11/22/2004 | | S | D | \$ 62.07 | 40,350 | D |
| Common Stock | 11/22/2004 | | S | D | \$ 62.05 | 38,450 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 11/22/2004 | S | 203 | D | \$ 62.01 | 38,247 | D |
| Common Stock | 11/22/2004 | S | 14,300 | D | \$ 62 | 23,947 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Option <u>(1)</u> | \$ 19.555 | 11/22/2004 | | M | 10,000 | <u>(2)</u> 10/18/2011 | Common Stock | 10,000 |
| Option <u>(1)</u> | \$ 29.38 | 11/22/2004 | | M | 13,333 | <u>(3)</u> 10/16/2012 | Common Stock | 13,333 |
| Option <u>(1)</u> | \$ 39.5 | 11/22/2004 | | M | 1,667 | 09/15/2004 10/15/2013 | Common Stock | 1,667 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STODDART W JOHN
C/O OSHKOSH TRUCK CORPORATION
2307 OREGON STREET
OSHKOSH, WI 54902-7062

Exec VP
and Pres -
Defense

Signatures

William J. Stoddart 11/24/2004

**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 9/18/2004.
- (3) Vested on various dates. Options disposed of fully vested on 9/16/2004.

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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