

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2004-02-10**
SEC Accession No. **0000075042-04-000003**

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ISSUER

OSHKOSH B GOSH INC

CIK: **75042** | IRS No.: **390519915** | State of Incorporation: **DE** | Fiscal Year End: **0103**
SIC: **2300** Apparel & other finished products of fabrics & similar materials

Mailing Address
112 OTTER AVE
OSHKOSH WI 54901

Business Address
112 OTTER AVE
P O BOX 300
OSHKOSH WI 54901
9202318800

REPORTING OWNER

CHRISTENSEN PAUL S

CIK: **1215622**
Type: **4** | Act: **34** | File No.: **000-13365** | Film No.: **04593003**

Mailing Address
PO BOX 300
OSHKOSH WI 54903-0300

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
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person CHRISTENSEN PAUL S			2. Issuer Name and Ticker or Trading Symbol OSHKOSH B GOSH INC [GOSHA]		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) VP HR/Assistant Secretary	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2004		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	
957 BRIGHTON DRIVE (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			
MENASHA, WI 54952 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/10/2004		A		7,000	A	(3)	7,000	D	

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 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					
Employee Stock Option (Right to Buy) (1)	\$17.75							01/02/2002 (2)	01/02/2011	Class A Common Stock	5,250	5,250	D	
Employee Stock Option (Right to Buy) (1)	\$41.44							02/12/2003 (2)	02/12/2012	Class A Common Stock	8,000	8,000	D	

Employee Stock Option (Right to Buy) ⁽¹⁾	\$23.595						02/11/2004 ⁽²⁾	02/11/2013	Class A Common Stock	6,000		6,000	D
Employee Stock Option (Right to Buy) ⁽¹⁾	\$21.6	02/10/2004		<u>A</u>		6,000	02/10/2005 ⁽²⁾	02/10/2014	Class A Common Stock	6,000	\$ 0	6,000	D

Explanation of Responses:

1. Options granted under the OshKosh B'Gosh, Inc. 1994 Incentive Stock Option Plan, which provides for tax withholding rights.
2. Option vests in 25% increments annually over a four-year period, beginning on the date indicated.
3. This transaction is a grant of restricted stock for no consideration.

Signatures

Paul S. Christensen By: David L. Omachinski by Power of Attorney

** Signature of Reporting Person

02/12/2004

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.

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 Number.

POWER OF ATTORNEY
For Section 16 Compliance

Know all by these presents, that the undersigned hereby constitutes and appoints each of David L. Omachinski, Steven R. Duback, Michael L. Heider and Paul S. Christensen, signing singly, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of OshKosh B'Gosh, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney modifies and supplements, but does not revoke, the power of attorney previously granted by the undersigned to David L. Omachinski and Steven R. Duback.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 9th day of October, 2002.

By: /S/ PAUL S. CHRISTENSEN

Print Name: Paul S. Christense