

McGuire Richard
Form 4
September 28, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MARCATO CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

FOUR EMBARCADERO
CENTER, SUITE 2100

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TEREX CORP [TEX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 04/07/2017 | | J | | 1,130 | A | \$ 0 5,518,512 | I | See footnotes (1) (2) (3) (4) |
| Common Stock | 05/12/2017 | | J | | 4,139 | A | \$ 0 5,522,651 | I | See footnotes (1) (2) (3) (4) |
| Common Stock | 09/26/2017 | | X | | 1,800,000 | A | \$ 14 5,522,651 | I | See footnotes (1) (2) (3) |

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

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SEC 1474
(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|-------------------------|-----------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | | |
| Call Options | \$ 14 | 09/26/2017 | | X | V | (A) | (D) | 07/01/2016 | 12/21/2017 | Common Stock | 159,777 |
| Call Options | \$ 14 | 09/26/2017 | | X | V | (A) | (D) | 06/24/2016 | 12/21/2017 | Common Stock | 1,640,223 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCATO CAPITAL MANAGEMENT LP FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | X | | | |
| Marcato International Master Fund, Ltd. FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | X | | | |
| McGuire Richard FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | X | | | |

Signatures

MARCATO CAPITAL MANAGEMENT LP, By: Marcato Holdings LLC, its General Partner, By: /s/ Richard McGuire, Richard McGuire, Managing Member

09/28/2017

**Signature of Reporting Person

Date

MARCATO INTERNATIONAL MASTER FUND, LTD., By: /s/ Richard McGuire, Richard McGuire, Director

09/28/2017

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__Signature of Reporting Person

Date

/s/ Richard McGuire, Richard McGuire

09/28/2017

__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) In addition to Marcato Capital Management, LP, a Delaware limited partnership ("Marcato"), this Form 4 is being filed jointly by Marcato International Master Fund, Ltd., a Cayman Islands exempted company ("Marcato International"), and Richard McGuire, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Marcato and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities").

(2) Marcato, as the investment manager of Marcato International, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a 1(a) under the Securities Exchange Act of 1934. As the general partner of Marcato, Marcato Holdings LLC may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Richard McGuire's position as Managing Partner of Marcato and managing member of Marcato Holdings LLC, Richard McGuire may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

(3) Matthew Hepler, a member of the board of directors of the Issuer of the Subject Securities, was elected to that board as a representative of the Reporting Persons. As a result, each of those persons may be directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

(4) Matthew Hepler and Marcato International are parties to an agreement pursuant to which Matthew Hepler has agreed to transfer and assign to Marcato International all rights, title, interests, duties, obligations and liabilities with respect to all shares of the Issuer paid to Mr. Hepler in connection with his service as a director of the Issuer. As a result, the Reporting Persons are the beneficial owners of such shares.

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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