TEREX CORP Form 4 May 17, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

burden hours per

response...

Form 5 obligations may continue. See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and A KLINKNER | * | _ | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---------------------------|----------|------------|--|---|--|--|
| (Last) | (First) | (Middle) | TEREX CORP [TEX] 3. Date of Earliest Transaction | (Check all applicable) | | |
| ` , | CORPORA | ATION, 200 | (Month/Day/Year) 05/13/2016 | _X_ Director 10% Owner Officer (give title below) Other (specify below) | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| WESTPORT (City) | (State) | (Zip) | Table I - Non-Derivative Securities A | Form filed by More than One Reporting Person Acquired, Disposed of, or Beneficially Owne | | |
| | | | | * / * / * / * / * / * / * / * / * / * / | | |

| | | 1 401 | CI-INDII-L | ciivative secu | ines Acq | un cu, Disposcu o | i, or Deficile | ly Owned |
|------------|---------------------|-----------------------------------|------------|---------------------|------------|-------------------|----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Transaction(A) or Disposed of (D) | | | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | Indirect (I) | Ownership |
| | | • | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | | Reported | · · | , , , |
| | | | | (A) | | Transaction(s) | | |
| | | | | or | | (Instr. 3 and 4) | | |
| | | | Code V | Amount (D) | Price | (Instr. 5 und 1) | | |
| Common | | | | | | | | |
| Stock, \$ | | | | 9 921 | \$ | | | |
| | 05/13/2016 | | A | 9,921 (1) A | 22.60 | 30,985 (2) | D | |
| .01 par | | | | (1) | 22.68 | | | |
| value | | | | | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Titl Deriv Secur (Instr. | ative ity | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (Instr. 8 | 5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D) | s I | ate | Amou Under Secur | le and unt of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|--------------------------------------|--------------|---|---|---|------------------------------------|---|---------------------|--------------------|------------------------|--|---|---|
| | | | | | Code \ | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | |
| KLINKNER RAIMUND C/O TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880 | X | | | | | | |

Signatures

/s/ Scott J. Posner, by power of attorney

05/17/2016

**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) Shares granted pursuant to one of the Company's long-term incentive plans representing payment of annual director retainer.
- (2) Ownership includes shares received as a dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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