TEREX CORP Form 4 March 06, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * FILIPOV STEVE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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TEREX CORP [TEX]

03/02/2017

(Check all applicable)

TEREX CORPORATION, 200

(First)

(Street)

(Middle)

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

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

NYALA FARM ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

President, Terex Cranes

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTPORT, CT 06880

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$.01	03/02/2017		A	20,434 (1)	A	\$ 0	154,465	D	
Common Stock, par value \$.01	03/02/2017		A	10,217 (2)	A	\$ 0	164,682	D	
Common Stock, par value \$.01	03/02/2017		A	10,217 (3)	A	\$ 0	174,899	D	
Common Stock, par	03/03/2017		F	4,628 (4)	D	\$ 31.81	170,271	D	

value \$.01

Common Stock, par value \$.01 7,449 I $\frac{401(k)}{plan}$

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FILIPOV STEVE

TEREX CORPORATION
200 NYALA FARM ROAD
WESTPORT, CT 06880
President, Terex Cranes

Signatures

/s/ Scott J. Posner, power of attorney 03/06/2017

**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) Shares granted pursuant to one of the Company's long-term incentive plans with the award vesting as follows: 1/3 on March 2, 2018; 1/3 on March 2, 2019 and 1/3 on March 2, 2020.

Reporting Owners 2

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- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2020 if the Company achieves a targeted percentile rank against a peer group of companies for three year annualized total shareholder return ("TSR") for the period January 1, 2017 December 31, 2019. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.
- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2020 if (3) the Company achieves a targeted return on invested capital ("ROIC") in each of 2017, 2018 and 2019. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted ROIC.
- (4) Shares are being withheld for payment of the tax liability associated with the scheduled vesting of previously granted restricted stock awards.

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.