HEPLER MATTHEW Form 4

May 16, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock, par

value \$.01

05/14/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * HEPLER MATTHEW			2. Issuer Name and Ticker or Trading Symbol TEREX CORP [TEX]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle)	le) 3. Date of Earliest Transaction					(Check all applicable)			
(Last)	(Pilst) (W				insaction			X Director	100	6 Owner	
C/O TEREX CORPORATION, 200			(Month/Day/Year) 05/14/2018					A Officer (giv		er (specify	
	ARM ROAD	.1, 200	03/14/20)10				below)	below)	(1)	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
WESTPOR	RT, CT 06880							Form filed by Person	More than One Re	eporting	
(City)	(State) (S	Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deer	ned	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year)		Execution Date, if		TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed	of (D)	Beneficially	(D) or	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
						(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common				Code V	Amount	(D)	Price				
Common					2 266						

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

Α

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.

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8,535 (2)

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

(1)

Α

\$0

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1. Title of	2.	3. Transaction Date	3A Deemed	4.	5.	6. Date Exerc	cicable and	7. Tit	le and	8. Price of	9. Nu
	- - -										
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired				, , , , ,		Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HEPLER MATTHEW C/O TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880	X						

Signatures

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

05/16/2018

**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 partial payment of annual director retainer.
- The reporting person disclaims beneficial ownership of the shares of and derivatives related to the common stock of the Issuer as reported as beneficially owned by Marcato Capital Management LP, Marcato International Master Fund, Ltd., and Richard T. McGuire III, and accordingly this report does not include such shares and derivatives.

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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