

TEREX CORP  
Form 4  
March 06, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
**FILIPOV STEVE**

(Last) (First) (Middle)

**TEREX CORPORATION, 200  
NYALA FARM ROAD**

(Street)

**WESTPORT, CT 06880**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/02/2017**

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)  
**President, Terex Cranes**

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 or (D) Price		
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	\$ 170,271 D 31.81

value \$.01

Common Stock, par value \$.01	7,449	I	401(k) plan
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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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

FILIPOV STEVE  
TEREX CORPORATION  
200 NYALA FARM ROAD  
WESTPORT, CT 06880

Director    10% Owner    Officer    Other

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.

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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.
- (2)
- 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 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.
- (3)
- Shares are being withheld for payment of the tax liability associated with the scheduled vesting of previously granted restricted stock awards.
- (4)

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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