

TEREX CORP  
Form 4  
March 09, 2015

**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 \*  
**HENRY BRIAN J**

(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)  
**03/05/2015**

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)  
**SVP Finance, Bus Development**

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock, par value \$.01	03/05/2015		P		88 <sup>(1)</sup>	A	\$ 26.22	255,623	D
Common Stock, par value \$.01	03/05/2015		A		18,027 <sup>(2)</sup>	A	\$ 0	273,650	D
Common Stock, par value \$.01	03/05/2015		A		9,013 <sup>(3)</sup>	A	\$ 0	282,663	D
Common Stock, par	03/05/2015		A		9,013 <sup>(4)</sup>	A	\$ 0	291,676	D



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- (2) Shares granted pursuant to one of the Company's long-term incentive plans with the award vesting as follows: 1/3 on March 5, 2016; 1/3 on March 5, 2017 and 1/3 on March 5, 2018.

- (3) Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2018 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, 2015 - December 31, 2017. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

- (4) Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2018 if the Company achieves a targeted return on invested capital ("ROIC") in each of 2015, 2016 and 2017. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted ROIC.

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.