TEREX CORP

Form 4

February 28, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or 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 30(h) of the Investment Company Act of 1940

response...

burden hours per

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Lousberg Kenneth D.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

TEREX CORP [TEX]

(Check all applicable)

(First)

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

Director X_ Officer (give title

10% Owner _ Other (specify

C/O TEREX CORPORATION, 200

(Street)

02/26/2014

below)

NYALA FARM ROAD

President, Terex China 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTPORT, CT 06880

(City)	(State)	Zip) Table	e I - Non-D	erivative :	Secur	ities Aco	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$.01	02/26/2014		F	1,003 (1)	D	\$ 43.6	63,639	D	
Common Stock, par value \$.01	02/26/2014		A	8,028 (2)	A	\$ 0	71,667	D	
Common Stock, par value \$.01	02/26/2014		A	4,014 (3)	A	\$ 0	75,681	D	
Common Stock, par	02/26/2014		A	4,014 (4)	A	\$0	79,695	D	

value \$.01

Common

Stock, par 02/26/2014 D 1,729 D \$ 0 77,966 D value \$.01

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

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Deriv

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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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s 1	ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Ketauonsmps						
	Director	10% Owner	Officer	Other			
Lousberg Kenneth D.							
C/O TEREX CORPORATION			President,				
200 NYALA FARM ROAD			Terex China				

WESTPORT, CT 06880

Signatures

/s/Scott J. Posner, by power of attorney 02/28/2014

**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 are being withheld for payment of the tax liability associated with the scheduled vesting of a previously granted restricted stock award.

Reporting Owners 2

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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 February 26, 2015; 1/3 on February 26, 2016 and 1/3 on February 26, 2017.
- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2017 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, 2014 December 31, 2016. 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 2017 if (4) the Company achieves a targeted return on invested capital ("ROIC") in each of 2014, 2015 and 2016. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted ROIC.
- (5) Reflects shares of restricted stock forfeited by Mr. Lousberg pursuant to the terms of performance based awards granted in 2011, 2012 and 2013.

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.