

TEREX CORP

Form 4

February 28, 2014

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIESEN DOUGLAS R

(Last) (First) (Middle)

**C/O 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)

02/26/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Senior Vice President, TBS

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, par value \$.01	02/26/2014		F	744 ⁽¹⁾ D	\$ 43.6 71,106	D	
Common Stock, par value \$.01	02/26/2014		A	3,440 ⁽²⁾ A	\$ 0 74,546	D	
Common Stock, par value \$.01	02/26/2014		A	1,720 ⁽³⁾ A	\$ 0 76,266	D	
Common Stock, par	02/26/2014		A	1,720 ⁽⁴⁾ A	\$ 0 77,986	D	

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value \$.01

Common Stock, par value \$.01	02/26/2014	D	1,289 (5)	D	\$ 0	76,697	D
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Common Stock, par value \$.01	02/26/2014	I	V	0	A	\$ 0	1,804	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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(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 Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
FRIESEN DOUGLAS R C/O TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880	Director 10% Owner Officer Other Senior Vice President, TBS

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.

(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.

(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 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.

(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 2017 if 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. Friesen 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.

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