

SHEEHAN JOHN D
 Form 4
 March 14, 2019

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 *
 SHEEHAN JOHN D

(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)
 03/12/2019

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 below) ___ Other (specify below)

Senior Vice President, CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$.01	03/12/2019		A	20,270 ⁽¹⁾ A \$ 0	172,829	D	
Common Stock, par value \$.01	03/12/2019		A	18,822 ⁽²⁾ A \$ 0	191,651	D	
Common Stock, par value \$.01	03/12/2019		A	18,822 ⁽³⁾ A \$ 0	210,473	D	
Common Stock, par					67	I	Family Trust

value \$.01

Common
Stock, par
value \$.01

2,597

I

401(k)
plan

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 Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHEEHAN JOHN D
C/O TEREX CORPORATION
200 NYALA FARM ROAD
WESTPORT, CT 06880

Senior Vice
President,
CFO

Signatures

/s/Scott J. Posner, power of attorney

03/14/2019

**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 12, 2020; 1/3 on March 12, 2021 and 1/3 on March 12, 2022.

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(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 2022 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, 2019 - December 31, 2021. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

(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 2022 if the Company achieves a targeted return on invested capital ("ROIC") in each of 2019, 2020 and 2021. 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.

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