

Ellis George  
Form 4  
March 24, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Ellis George

(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)  
03/22/2011

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, Construction

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.01 par value	03/22/2011		A		9,437 <u>(1)</u>	A	\$ 0 105,872 D
Common Stock, \$.01 par value	03/22/2011		A		6,494 <u>(2)</u>	A	\$ 0 112,366 D
Common Stock, \$.01 par value	03/22/2011		A		6,494 <u>(3)</u>	A	\$ 0 118,860 D
Common Stock, \$.01	03/22/2011		A		2,174 <u>(1)</u>	A	\$ 0 14,091 I By Wife

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par value									
Common Stock, \$.01 par value	03/22/2011		A	997 <sup>(3)</sup>	A	\$ 0	15,088	I	By Wife
Common Stock, \$.01 par value	03/22/2011		I	V 0	A	\$ 0	2,978	I	401(k) plan
Common Stock, \$.01 par value	03/22/2011		I	V 0	A	\$ 0	2,229	I	401(k) plan by Wife

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 Following Reported Transaction (Instr. 3 and 4)
				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
Ellis George TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880			President, Construction	

## Signatures

By /s/ Scott J. Posner, by power of  
attorney

03/24/2011

\_\_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 22, 2012; 1/3 on March 22, 2013; and 1/3 on March 22, 2014.  
  
Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2014 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, 2011 - December 31, 2013. 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 2014 if the Company achieves a targeted earnings per share ("EPS") in each of 2011, 2012 and 2013. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted EPS.

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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