

Ellis George  
Form 4  
March 02, 2012

**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 \*  
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)  
02/29/2012

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)  
President, Construction

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, \$.01 par value	02/29/2012		A		15,361 (1)	A \$ 0	131,416 D
Common Stock, \$.01 par value	02/29/2012		A		7,680 (2)	A \$ 0	139,096 D
Common Stock, \$.01 par value	02/29/2012		A		7,680 (3)	A \$ 0	146,776 D
Common Stock, \$.01	02/29/2012		A		2,788 (1)	A \$ 0	17,139 I By Wife

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par value

Common Stock, \$.01 par value	02/29/2012		I	V	0	A	\$ 0	3,100	I	401(k) plan
Common Stock, \$.01 par value	02/29/2012		I	V	0	A	\$ 0	2,320	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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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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  
03/02/2012

\_\_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 1, 2013; 1/3 on March 1, 2014 and 1/3 on March 1, 2015.  
  
Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2015 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, 2012 - December 31, 2014. 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 2015 if the Company achieves a targeted earnings per share ("EPS") in each of 2012, 2013 and 2014. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted EPS.
- (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 2015 if the Company achieves a targeted earnings per share ("EPS") in each of 2012, 2013 and 2014. 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. 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.