Ellis George Form 4 March 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ellis George			Symbol	Name and CORP [T	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of	Earliest Tra	nsaction	(Circu	ск ин иррпсион	·)		
TEREX CO	RPORATION, 2 RM ROAD	00	(Month/D 02/27/20	•		Director _X_ Officer (give below) Preside	e title 0the below) lent, Construction	er (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
WESTPORT	T, CT 06880		Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by N Form filed by N Person	One Reporting Pe More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative Securities Acq		f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	Code	4. Securities Acquired n(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial		

								•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	(A) Transa or (Instr.		Reported Transaction(s) (Instr. 3 and 4)			
Common Stock, \$.01 par value	02/27/2013	A	13,653 (1)	A	\$0	162,186	D	
Common Stock, \$.01 par value	02/27/2013	A	6,826 (2)	A	\$ 0	169,012	D	
Common Stock, \$.01 par value	02/27/2013	A	6,826 (3)	A	\$ 0	175,838	D	
Common Stock, \$.01	02/27/2013	A	593 (4)	A	\$0	176,431	D	

par value									
Common Stock, \$.01 par value	02/27/2013	A		701 <u>(5)</u>	A	\$ 0	177,132	D	
Common Stock, \$.01 par value	02/27/2013	A		2,433 (1)	A	\$ 0	18,640	I	By Wife
Common Stock, \$.01 par value	02/27/2013	A		811 (3)	A	\$ 0	19,451	I	By Wife
Common Stock, \$.01 par value	02/27/2013	A		91 (4)	A	\$ 0	19,542	I	By Wife
Common Stock, \$.01 par value	02/27/2013	I	V	0	A	\$ 0	3,100	I	401(k) plan
Common Stock, \$.01 par value	02/27/2013	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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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. Transac Code (Instr. 8	5. tionNumber of) Derivati Securitic Acquirec (A) or Disposes of (D) (Instr. 3, 4, and 5)	(Month/Day. ve es d	ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

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

03/01/2013

**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 February 27, 2014, 1/3 on February 27, 2015 and 1/3 on February 27, 2016.
- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2016 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, 2013 December 31, 2015. 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 2016 if (3) the Company achieves a targeted earnings per share ("EPS") in each of 2013, 2014 and 2015. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted EPS.
- (4) Performance shares awarded pursuant to the performance share award granted on March 22, 2011 resulting from the Company's exceeding performance targets set out in such grant for the period ended December 31, 2012, vesting in the first quarter of 2014.
- (5) Performance shares awarded pursuant to the performance share award granted on February 29, 2012 resulting from the Company's exceeding performance targets set out in such grant for the period ended December 31, 2012, vesting in the first quarter of 2015.

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.

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