

Ellis George  
Form 4  
March 05, 2010

**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)  
03/03/2010

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	03/03/2010		A		19,346 (1)	A \$ 0 71,317	D
Common Stock, \$.01 par value	03/03/2010		A		14,239 (2)	A \$ 0 85,556	D
Common Stock, \$.01 par value	03/03/2010		A		14,239 (3)	A \$ 0 99,795	D
Common Stock, \$.01	03/03/2010		A		8,102 (1)	A \$ 0 12,978	I By Wife

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par value

Common Stock, \$.01 03/03/2010 I V 0 A \$ 0 2,681 I 401(k) plan  
par value

Common Stock, \$.01 03/03/2010 I V 0 A \$ 0 2,060 I 401 (k) plan by Wife  
par value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 (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 03/05/2010

\_\_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 awards vesting as follows: 20% on March 3, 2011; 20% on March 3, 2012; 20% on March 3, 2013; 20% on March 3, 2014; and 20% on March 3, 2015.  
  
Shares granted pursuant to one of the Company's long-term incentive plans. The shares will vest upon satisfaction of each of the following: (i) the Company's closing stock price is 25% above the closing stock price on date of grant for 30 consecutive trading days; (ii) the Company's closing stock price equals or exceeds \$35.00 for 10 consecutive trading days; and (iii) the fourth anniversary of the date of grant shall have occurred. If each of the above criteria are not satisfied on or prior to March 3, 2017 the shares shall be forfeited.
- (2) Shares granted pursuant to one of the Company's long-term incentive plans. The shares will vest upon satisfaction of each of the following: (i) the Company's closing stock price is 25% above the closing stock price on date of grant for 30 consecutive trading days; (ii) the Company's closing stock price equals or exceeds \$50.00 for 10 consecutive trading days; and (iii) the fourth anniversary of the date of grant shall have occurred. If each of the above criteria are not satisfied on or prior to March 3, 2017 the shares shall be forfeited.
- (3) Shares granted pursuant to one of the Company's long-term incentive plans. The shares will vest upon satisfaction of each of the following: (i) the Company's closing stock price is 25% above the closing stock price on date of grant for 30 consecutive trading days; (ii) the Company's closing stock price equals or exceeds \$50.00 for 10 consecutive trading days; and (iii) the fourth anniversary of the date of grant shall have occurred. If each of the above criteria are not satisfied on or prior to March 3, 2017 the shares shall be forfeited.

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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