

Clair Mark I  
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 \*  
Clair Mark I

2. Issuer Name and Ticker or Trading Symbol  
TEREX CORP [TEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
TEREX CORPORATION, 200  
NYALA FARM ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/29/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Controller & CAO

WESTPORT, CT 06880  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	02/29/2012		A	(A) 6,803 (1)	\$ 0 58,143	D	
Common Stock, \$.01 par value	02/29/2012		A	(A) 3,401 (2)	\$ 0 61,544	D	
Common Stock, \$.01 par value	02/29/2012		A	(A) 3,401 (3)	\$ 0 64,945	D	
Common Stock, \$.01	02/29/2012		I V	0	\$ 0 899	I	401(k) plan



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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 2015 if
- (3) 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.

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