

Lousberg Kenneth D.
Form 4
March 01, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lousberg Kenneth D.

(Last) (First) (Middle)

C/O 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)

02/27/2013

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 ____ Other (specify
below) below)

President, Terex China

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	02/27/2013		S	2,500	D 33.17 (1)	50,534	D
Common Stock, par value \$.01	02/27/2013		A	10,619 (2)	A \$ 0	61,153	D
Common Stock, par value \$.01	02/27/2013		A	5,309 (3)	A \$ 0	66,462	D
Common Stock, par	02/27/2013		A	5,309 (4)	A \$ 0	71,771	D

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value \$.01

Common

Stock, par value \$.01	02/27/2013	A	283 ⁽⁵⁾	A	\$ 0	72,054	D
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Common

Stock, par value \$.01	02/27/2013	A	565 ⁽⁶⁾	A	\$ 0	72,619	D
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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
Lousberg Kenneth D. C/O TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880	President, Terex China

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).

Represents average sale price. Shares sold at various prices ranging from \$33.16 to \$33.18. Mr. Lousberg will provide upon request by the SEC staff, Terex Corporation or a security holder of Terex Corporation, the full information regarding the number of shares sold at each separate price.

(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.

(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 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.

(4) 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 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.

(5) 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.

(6) 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.

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