

COHEN ERIC I
Form 4
November 28, 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 *
COHEN ERIC I

(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)
11/26/2012

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)
Senior V.P., Secy. Gen Counsel

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 or Price | | |
| Common Stock, par value \$.01 | 11/26/2012 | | M | | 9,365 A \$ 5.66 | 186,160 | D |
| Common Stock, par value \$.01 | 11/26/2012 | | S | | 4,586 D \$ 24.29 | 181,574 | D |
| Common Stock, par value \$.01 | 11/26/2012 | | S | | 1,900 D \$ 24.3 | 179,674 | D |
| Common Stock, par | 11/26/2012 | | S | | 1,574 D \$ 24.31 | 178,100 | D |

value \$.01

| | | | | | | | |
|-------------------------------------|------------|---|-------|---|-------------|---------|---|
| Common Stock, par value \$.01 | 11/26/2012 | S | 1,305 | D | \$ 24.32 | 176,795 | D |
|-------------------------------------|------------|---|-------|---|-------------|---------|---|

| | | | | | | | | | |
|-------------------------------------|------------|---|---|---|---|------|-------|---|----------------|
| Common Stock, par value \$.01 | 11/26/2012 | I | V | 0 | A | \$ 0 | 5,759 | I | 401(k) plan |
|-------------------------------------|------------|---|---|---|---|------|-------|---|----------------|

| | | | | | | | | | |
|-------------------------------------|------------|---|---|---|---|------|------------------|---|----------------|
| Common Stock, par value \$.01 | 11/26/2012 | I | V | 0 | A | \$ 0 | 6,250 <u>(1)</u> | I | by Children |
|-------------------------------------|------------|---|---|---|---|------|------------------|---|----------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|---|--|---|---|--------------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option, Right to Buy | \$ 5.66 | 11/26/2012 | | M | 9,365 | 02/07/2004 | 02/07/2013 | Common Stock, par value \$.01 | 9,365 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| COHEN ERIC I TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880 | Senior V.P., Secy. Gen Counsel |

Signatures

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

11/28/2012

__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) Mr. Cohen's children no longer share the same household as Mr. Cohen. Accordingly, their security ownership amounts will no longer be included in Mr. Cohen's beneficial ownership totals in future filings.

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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