

DEFEO RONALD M
Form 4
June 05, 2006

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 *
DEFEO RONALD M

(Last) (First) (Middle)

TEREX CORPORATION, 500
POST ROAD EAST, SUITE 320

(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)
06/01/2006

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)
Chairman, President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$.01 | 06/01/2006 | | A | | 100,000 (1) | A | \$ 0 433,738 D |
| Common Stock, par value \$.01 | 06/01/2006 | | M | | 60,000 | A | \$ 25.375 493,738 D |
| Common Stock, par value \$.01 | 06/01/2006 | | S | | 60,000 | D | \$ 91.95 (3) 433,738 (2) D |
| Common Stock, par | 06/01/2006 | | I | V 0 | A | \$ 0 3,538 (2) | I 401(k) plan |

value \$.01

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Employee Stock Option Right to Buy | \$ 25.375 | 06/01/2006 | | M | 60,000 | 02/24/2002 | 06/30/2006 | Common Stock, par value \$.01 | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEFEO RONALD M TEREX CORPORATION 500 POST ROAD EAST, SUITE 320 WESTPORT, CT 06880 | X | | Chairman, President & CEO | |

Signatures

/s/ Ronald M.
DeFeo

06/05/2006

**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: (i) 10,000 shares will vest on June 13, 2006 because the Company exceeded certain pre-determined financial targets for 2005; (ii) 10,000 shares will vest on March

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31, 2007 if the Company equals or exceeds certain pre-determined financial targets for 2006; (iii) 10,000 shares will vest on March 31, 2008 if the Company equals or exceeds certain pre-determined financial targets for 2007; (iv) 35,000 shares will vest on March 31, 2009 if the Company equals or exceeds certain pre-determined financial targets for 2005-2008 and (v) 35,000 shares will vest on March 31, 2009 if the Company equals or exceeds certain other pre-determined financial targets for 2006-2008.

- (2) Represents shares beneficially owned as of June 1, 2006.
- (3) Represents average sale price. Shares sold at various prices ranging from \$91.20 to \$92.48.

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.