

Carter Jonathan D
 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 *
 Carter Jonathan D

(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)
 V.P., Controller & CAO

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 (D) Price | | |
| Common Stock, par value \$.01 | 06/01/2006 | | A | | 7,000 (1) | A | \$ 0 15,473 D |
| Common Stock, par value \$.01 | 06/01/2006 | | A | | 4,500 (2) | A | \$ 0 19,973 D |
| Common Stock, par value \$.01 | 06/01/2006 | | A | | 10,000 (3) | A | \$ 0 29,973 D |
| Common Stock, par | 06/01/2006 | | M | | 3,000 | A | \$ 32,973 D 11.32 |

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value \$.01

| | | | | | | | | | |
|-------------------------------------|------------|--|---|-------|---|-------------|--------|---|--|
| Common Stock, par value \$.01 | 06/01/2006 | | M | 1,250 | A | \$ 34.69 | 34,223 | D | |
|-------------------------------------|------------|--|---|-------|---|-------------|--------|---|--|

| | | | | | | | | | |
|-------------------------------------|------------|--|---|-------|---|---------------------------|-----------------------|---|--|
| Common Stock, par value \$.01 | 06/01/2006 | | S | 5,099 | D | \$ 92.51 <u>(4)</u> | 29,124 ⁽⁵⁾ | D | |
|-------------------------------------|------------|--|---|-------|---|---------------------------|-----------------------|---|--|

| | | | | | | | | | |
|-------------------------------------|------------|--|---|-----|---|------|--------------------|---|----------------|
| Common Stock, par value \$.01 | 06/01/2006 | | I | V 0 | A | \$ 0 | 398 ⁽⁵⁾ | I | 401(k) plan |
|-------------------------------------|------------|--|---|-----|---|------|--------------------|---|----------------|

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 |
| Employee Stock Option Right to Buy ⁽⁶⁾ | \$ 91.5 | 06/01/2006 | | A | 2,000 | 06/13/2006 06/01/2016 | Common Stock, par value \$.01 |
| Employee Stock Option Right to Buy ⁽⁷⁾ | \$ 91.5 | 06/01/2006 | | A | 5,000 | 01/16/2007 06/01/2016 | Common Stock, par value \$.01 |
| Employee Stock Option Right to Buy | \$ 11.32 | 06/01/2006 | | M | 3,000 | 02/07/2004 02/07/2013 | Common Stock, par value \$.01 |
| | \$ 34.69 | 06/01/2006 | | M | 1,250 | 03/11/2005 03/11/2014 | |

Employee
 Stock
 Option
 Right to
 Buy

Common
 Stock, par
 value
 \$.01

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter Jonathan D TEREX CORPORATION 500 POST ROAD EAST, SUITE 320 WESTPORT, CT 06880 | | | V.P., Controller & CAO | |

Signatures

/s/ Jonathan D. 06/05/2006
 Carter

**Signature of Date
 Reporting Person

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: 25% on June 13, 2006, 25% on February 11, 2007, 25% on February 11, 2008 and 25% on February 11, 2009.
- (2) Shares granted pursuant to one of the Company's long-term incentive plans with the awards vesting as follows: 25% on June 13, 2006, 25% on March 31, 2007, 25% on March 31, 2008 and 25% on March 31, 2009.
- (3) Shares granted pursuant to one of the Company's long-term incentive plans with the awards vesting as follows: 25% on January 16, 2007, 25% on January 16, 2008, 25% on January 16, 2009 and 25% on January 16, 2010.
- (4) Represents average sale price. Shares sold at various prices ranging from \$92.50 to \$92.78.
- (5) Represents shares beneficially owned as of June 1, 2006.
- (6) Options granted pursuant to one of the Company's long-term incentive plans with the awards vesting as follows: 25% on June 13, 2006; 25% on March 31, 2007; 25% on March 31, 2008 and 25% on March 31, 2009.
- (7) Options granted pursuant to one of the Company's long-term incentive plans with the awards vesting as follows: 25% on January 16, 2007, 25% on January 16, 2008, 25% on January 16, 2009 and 25% on January 16, 2010.

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.