

HENRY BRIAN J
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 *
HENRY BRIAN J

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, 500
POST ROAD EAST, SUITE 320

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Finance, Bus Development

WESTPORT, CT 06880

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

(City) (State) (Zip)

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		8,000 (1) \$ 0	D	
Common Stock, par value \$.01	06/02/2006		M		15,000 A \$ 14	D	
Common Stock, par value \$.01	06/02/2006		M		10,314 A \$ 11.32	D	
Common Stock, par	06/02/2006		S		33,120 D \$ 93.75	D	
					78,147 (2)		
					93,147		
					103,461		
					70,341 (4)		

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value \$.01 (3)
 Common
 Stock, par 06/02/2006 I V 0 A \$ 0 3,490 (4) I 401(k)
 value \$.01 plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option Right to Buy Stock (5)	\$ 91.5	06/01/2006		A	8,000	06/13/2006	06/01/2016	Common Stock, par value \$.01
Employee Stock Option Right to Buy Stock	\$ 14	06/02/2006		M	15,000	10/08/1999	10/08/2008	Common Stock, par value \$.01
Employee Stock Option Right to Buy Stock (5)	\$ 11.32	06/02/2006		M	10,314	02/07/2004	02/07/2013	Common Stock, par value \$.01

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY BRIAN J			SVP Finance,	

TEREX CORPORATION
500 POST ROAD EAST, SUITE 320
WESTPORT, CT 06880

Bus Development

Signatures

/s/ Brian J.
Henry

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 awards vesting in full on March 31, 2010.
- (2) Represents shares beneficially owned as of June 1, 2006.
- (3) Represents average sale price. Shares sold at various prices ranging from \$92.50 to \$94.35.
- (4) Represents shares beneficially owned as of June 2, 2006.
- (5) 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.

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.