

DEFEO RONALD M
Form 4
March 02, 2009

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, 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)
02/26/2009

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 & 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01	02/26/2009		A		60,300 (1) A \$ 0 887,345	D	
Common Stock, par value \$.01	02/26/2009		A		59,700 (2) A \$ 0 947,045	D	
Common Stock, par value \$.01	02/26/2009		A		59,700 (3) A \$ 0 1,006,745	D	
Common Stock, par	02/26/2009		I	V	0 A \$ 0 190,143	I	Grantor Retained

value \$.01									Annuity Trust	
Common Stock, par value \$.01	02/26/2009		I	V	0	A	\$ 0	8,598	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. SEC 1474 (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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEFEO RONALD M TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880	X		Chairman & CEO	

Signatures

/s/Scott J. Posner, by power of attorney
Date: 03/02/2009

**Signature of 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).

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- (1) Shares granted pursuant to one of the Company's long-term incentive plans with the award vesting on February 26, 2012.

Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2012 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, 2009 - December 31, 2011. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

- (2)
- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2012 if the Company achieves a targeted earnings per share ("EPS") in each of 2009, 2010 and 2011. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted EPS.
- (3)

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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