

TEREX CORP
Form 4
June 28, 2007

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)
06/26/2007

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 or Price | | |
| Common Stock, par value \$.01 | 06/26/2007 | | M | | 5,000 ⁽¹⁾ \$ 8.4 | D | |
| Common Stock, par value \$.01 | 06/26/2007 | | S | | 5,000 ⁽¹⁾ \$ 84.28 ⁽²⁾ | D | |
| Common Stock, par value \$.01 | 06/26/2007 | | P | | 7 ⁽³⁾ \$ 83.45 | D | |
| Common Stock, par | 06/26/2007 | | I | V 0 | \$ 0 | I | Grantor Retained |

| | | | | | | | | |
|-------------------------------|------------|--|-------|---|------|-------|---|---------------|
| value \$.01 | | | | | | | | Annuity Trust |
| Common Stock, par value \$.01 | 06/26/2007 | | I V 0 | A | \$ 0 | 7,159 | 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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option, Right to buy | \$ 8.4 | 06/26/2007 | | M | 5,000 <u>(1)</u> | 04/05/2002 04/05/2011 | Common Stock, par value \$.01 | 5,000 |

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/ Ronald M. DeFeo 06/28/2007

**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) Transaction executed pursuant to a previously disclosed Rule 10b5-1 stock trading plan.

Represents average sale price. Shares sold at various prices ranging from \$84.14 to \$84.64 as follows (shares at dollar price per share):

(2) 1,100 @ \$84.14; 400 @ \$84.18; 400 @ \$84.21; 900 @ \$84.25; 100 @ \$84.26; 400 @ \$84.27; 300 @ \$84.29; 200 @ \$84.30; 200 @ \$84.32; 200 @ \$84.33; 100 @ \$84.40; 100 @ \$84.48, and 600 @ \$84.64.

(3) Represents shares purchased through payroll deductions through the Company's Employee Stock Purchase Plan.

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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