

HENRY BRIAN J
Form 4
March 05, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
03/03/2010

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)
SVP Finance, Bus Development

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 (A) or (D) Price		
Common Stock, par value \$.01	03/03/2010		A		16,368 (1) \$ 0 178,420	D	
Common Stock, par value \$.01	03/03/2010		A		12,049 (2) \$ 0 190,469	D	
Common Stock, par value \$.01	03/03/2010		A		12,049 (3) \$ 0 202,518	D	
Common Stock, par	03/03/2010		I	V	0 \$ 0 1,874	I	401(k) plan

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grant shall have occurred. If each of the above criteria are not satisfied on or prior to March 3, 2017 the shares shall be forfeited.

- Shares granted pursuant to one of the Company's long-term incentive plans. The shares will vest upon satisfaction of each of the following: (i) the Company's closing stock price is 25% above the closing stock price on date of grant for 30 consecutive trading days; (ii) (3) the Company's closing stock price equals or exceeds \$50.00 for 10 consecutive trading days; and (iii) the fourth anniversary of the date of grant shall have occurred. If each of the above criteria are not satisfied on or prior to March 3, 2017 the shares shall be forfeited.

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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