

TEREX CORP  
Form DEFA14A  
May 23, 2006  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

TEREX CORPORATION

(Name of Registrant as Specified in Its Charter)

.....

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

.....

(2) Aggregate number of securities to which transaction applies:

.....

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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.....  
(4) Proposed maximum aggregate value of transaction:  
.....

(5) Total fee paid:  
.....

Fee paid previously by written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2), and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: \_\_\_\_\_

(2) Form, Schedule or Registration Statement No.: \_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_

**IMPORTANT REMINDER TO VOTE YOUR PROXY**

May 22, 2006

Dear Terex Team Member:

Terex will be holding its Annual Meeting of Stockholders on Wednesday, May 31, 2006, at 10:00 a.m., local time, at its headquarters located at 500 Post Road East, Westport, Connecticut. In connection with this meeting, if you hold shares of Terex stock (including through our 401k Plan or our Employee Stock Purchase Plan) you will be receiving shortly a copy of Terex Corporation's 2006 Proxy Statement and Proxy Card, along with a copy of Terex's 2005 Annual Report on Form 10-K.

**YOUR VOTE IS IMPORTANT! As soon as you receive your Proxy materials, please take a moment to ensure that your shares are represented at this important meeting!**

At the Annual Meeting, you will be asked to vote on several proposals:

1. To elect nine (9) directors to hold office for one year or until their successors are duly elected and qualified.
2. To ratify the selection of PricewaterhouseCoopers LLP as independent accountants of the Company for 2006.

**The Board of Directors recommends that the stockholders vote FOR all of the nominees for director and FOR the ratification of PricewaterhouseCoopers LLP as independent accountants for 2006.**

3. To consider a stockholder proposal requesting that the Company issue annual sustainability reports.

**The Board of Directors recommends that the stockholders vote AGAINST the stockholder proposal requesting that the Company issue annual sustainability reports, as the Company believes that the requirement of creating an annual sustainability report is unnecessary and would not be an effective use of corporate resources.**

**\*PLEASE VOTE YOUR SHARES AS SOON AS POSSIBLE \***

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**Please vote by Telephone or by Internet pursuant to the instructions contained in your Proxy Card. Remember every share and every vote counts!**

If you have any questions, please call MacKenzie Partners, Inc., toll-free at (800) 322-2885 or collect at (212) 929-5500.

Thank you in advance for voting promptly.

Sincerely,

Ronald M. DeFeo

*Chairman, Chief Executive Officer*

*and President*