

DEFEO RONALD M  
Form 4  
January 04, 2010

**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)  
12/30/2009

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$.01   | 05/08/2009                           |  | J <sup>(1)</sup>               | V   | 34,702  | A  | \$ 0  |
|                                 |                                      |  |                                |   | 990,105   | <sup>(2)</sup>   | D   |
| Common Stock, par value \$.01   | 05/08/2009                           |  | J <sup>(1)</sup>               | V   | 34,702  | D  | \$ 0  |
|                                 |                                      |  |                                |   | 155,219   | <sup>(2)</sup>   | I   |
| Common Stock, par value \$.01   | 05/27/2009                           |  | J <sup>(3)</sup>               | V   | 69,013  | A  | \$ 0  |
|                                 | 05/27/2009                           |  | J <sup>(3)</sup>               | V   | 69,013  | D  | \$ 0  |
|                                 |                                      |  |                                |   | 1,059,118   | <sup>(2)</sup>   | D   |
|                                 |                                      |  |                                |   | 86,206  | <sup>(2)</sup>   | I   |

Grantor Retained Annuity Trust

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|                               |            |  |                  |   |                       |   |          |                        |                               |                                |
|-------------------------------|------------|--|------------------|---|-----------------------|---|----------|------------------------|-------------------------------|--------------------------------|
| Common Stock, par value \$.01 |            |  |                  |   |                       |   |          |                        | Gantor Retained Annuity Trust |                                |
| Common Stock, par value \$.01 | 12/18/2009 |  | G <sup>(4)</sup> | V | 100,000               | D | \$ 0     | 959,118 <sup>(2)</sup> | D                             |                                |
| Common Stock, par value \$.01 | 12/18/2009 |  | G <sup>(4)</sup> | V | 100,000               | A | \$ 0     | 186,206 <sup>(2)</sup> | I                             | Grantor Retained Annuity Trust |
| Common Stock, par value \$.01 | 12/30/2009 |  | F                |   | 21,010 <sup>(5)</sup> | D | \$ 20.21 | 938,108 <sup>(2)</sup> | D                             |                                |
| Common Stock, par value \$.01 | 12/30/2009 |  | I                | V | 0                     | A | \$ 0     | 186,206 <sup>(2)</sup> | I                             | Grantor Retained Annuity Trust |
| Common Stock, par value \$.01 | 12/30/2009 |  | I                | V | 0                     | A | \$ 0     | 8,953 <sup>(2)</sup>   | I                             | 401(k) 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

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

## Signatures

/s/Scott J. Posner, by power of  
attorney

01/04/2010

\_\_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) On May 8, 2009, pursuant to the terms of a grantor retained annuity trust, an annuity amount was transferred from the trust to Mr. DeFeo
- (2) Represents shares beneficially owned as of December 30, 2009.
- (3) On May 27, 2009, pursuant to the terms of a grantor retained annuity trust, an annuity amount was transferred from the trust to Mr. DeFeo.
- (4) On December 18, 2009, Mr. DeFeo contributed 100,000 shares to a grantor retained annuity trust.
- (5) Shares are being withheld for payment of the tax liability associated with the scheduled vesting of a previously granted restricted stock award.

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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