

WILKERSON ROBERT R
Form 4
June 05, 2006

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 *
WILKERSON ROBERT R

(Last) (First) (Middle)
TEREX CORPORATION, 500
POST ROAD EAST, SUITE 320

(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)
06/01/2006

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)
Exec. V.P., Pres Tex A.W.P.

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, par value \$.01	06/01/2006		A		6,000 ⁽¹⁾ \$ 0	D	
Common Stock, par value \$.01	06/01/2006		S		115,000 ⁽³⁾ \$ 91.5026	D	
Common Stock, Par value \$.01	06/02/2006		S		50,000 ⁽⁶⁾ \$ 93.49	D	
Common Stock, par	06/02/2006		I	V	0 A \$ 0	I	401(k) plan

value \$.01

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 (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⁾	\$ 91.5	06/01/2006		A	6,000	06/13/2006 06/01/2016	Common Stock, par value \$.01	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKERSON ROBERT R TEREX CORPORATION 500 POST ROAD EAST, SUITE 320 WESTPORT, CT 06880			Exec. V.P., Pres Tex A.W.P.	

Signatures

/s/ ROBERT R.
WILKERSON 06/05/2006

**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) Shares granted pursuant to one of the Company's long-term incentive plans with the award vesting in full on March 31, 2010.

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- (2) Includes 70,012 shares held by the Wilkerson Limited Partnership.
- (3) Includes 15,000 shares sold by the Wilkerson Limited Partnership.
- (4) Represents shares beneficially owned as of June 1, 2006.
- (5) Includes 55,012 shares held by the Wilkerson Limited Partnership.
- (6) Represents average sale price. Shares sold at various prices ranging from \$93.00 to 93.95.
- (7) Represents shares beneficially owned as of June 2, 2006.
- (8) Options granted pursuant to one of the Company's long-term incentive plans with the awards vesting as follows: 25% on June 13, 2006, 25% on March 31, 2007, 25% on March 31, 2008 and 25% on March 31, 2009.

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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