

DEFEO RONALD M  
Form 4  
March 02, 2009

**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)  
02/26/2009

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01	02/26/2009		A		60,300 (1) \$ 0	D	
Common Stock, par value \$.01	02/26/2009		A		59,700 (2) \$ 0	D	
Common Stock, par value \$.01	02/26/2009		A		59,700 (3) \$ 0	D	
Common Stock, par	02/26/2009		I	V	0 \$ 0	I	Grantor Retained



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- (1) Shares granted pursuant to one of the Company's long-term incentive plans with the award vesting on February 26, 2012.

Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2012 if the Company achieves a targeted percentile rank against a peer group of companies for three year annualized total shareholder return ("TSR") for the period January 1, 2009 - December 31, 2011. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

- (2)
- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2012 if the Company achieves a targeted earnings per share ("EPS") in each of 2009, 2010 and 2011. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted EPS.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.