

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 ⁽¹⁾ | V | 34,702 | A | \$ 0 |
| | | | | | 990,105 | ⁽²⁾ | D |
| Common Stock, par value \$.01 | 05/08/2009 | | J ⁽¹⁾ | V | 34,702 | D | \$ 0 |
| | | | | | 155,219 | ⁽²⁾ | I |
| Common Stock, par value \$.01 | 05/27/2009 | | J ⁽³⁾ | V | 69,013 | A | \$ 0 |
| | 05/27/2009 | | J ⁽³⁾ | V | 69,013 | D | \$ 0 |
| | | | | | 1,059,118 | ⁽²⁾ | D |
| | | | | | 86,206 | ⁽²⁾ | 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 ⁽⁴⁾ | V | 100,000 | D | \$ 0 | 959,118 ⁽²⁾ | D | |
| Common Stock, par value \$.01 | 12/18/2009 | | G ⁽⁴⁾ | V | 100,000 | A | \$ 0 | 186,206 ⁽²⁾ | I | Grantor Retained Annuity Trust |
| Common Stock, par value \$.01 | 12/30/2009 | | F | | 21,010 ⁽⁵⁾ | D | \$ 20.21 | 938,108 ⁽²⁾ | D | |
| Common Stock, par value \$.01 | 12/30/2009 | | I | V | 0 | A | \$ 0 | 186,206 ⁽²⁾ | I | Grantor Retained Annuity Trust |
| Common Stock, par value \$.01 | 12/30/2009 | | I | V | 0 | A | \$ 0 | 8,953 ⁽²⁾ | I | 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEFEO RONALD M TEREX CORPORATION 200 NYALA FARM ROAD 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.

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