WILKERSON ROBERT R

Form 4 June 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Section 16. Form 4 or Form 5 obligations may continue.

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WILKERSON ROBERT R Issuer Symbol TEREX CORP [TEX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title TEREX CORPORATION, 500 06/01/2006 below) POST ROAD EAST, SUITE 320 Exec. V.P., Pres Tex A.W.P. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTPORT, CT 06880

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative S	Securi	ties Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) or onDisposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock, par value \$.01	06/01/2006		Code V	Amount 6,000 (1)	(D)	Price \$ 0	854,490 (2)	D	
Common Stock, par value \$.01	06/01/2006		S	115,000 (3)	D	\$ 91.5026	739,490 (4) (5)	D	
Common Stock, Par value \$.01	06/02/2006		S	50,000 (6)	D	\$ 93.49	689,490 <u>(5)</u> <u>(7)</u>	D	
Common Stock, par	06/02/2006		I V	0	A	\$ 0	764 <u>(7)</u>	I	401(k) plan

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value \$.01

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	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	r Name / Address			•	
		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.

Relationships

Signatures

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

**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.

Reporting Owners 2

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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.
- 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. 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.