

NICHOLS RICK

Form 4

June 29, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOLS RICK

(Last) (First) (Middle)

C/O TEREX CORPORATION, 500
POST ROAD EAST, SUITE 320

(Street)

WESTPORT, CT 06851

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TEREX CORP [TEX]

3. Date of Earliest Transaction
(Month/Day/Year)

06/28/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Pres.Text Mtrls. Process/Mining

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, par value \$.01	06/28/2006		M	3,000 A	\$ 16.8 29,342	D	
Common Stock, par value \$.01	06/28/2006		M	8,000 A	\$ 22.53 37,342	D	
Common Stock, par value \$.01	06/28/2006		S	15,447 D	\$ 91.08 21,895 ⁽²⁾ ₍₁₎	D	
Common Stock, par	06/28/2006		I V 0	A	\$ 0 246 ⁽²⁾	I	401(k) plan

value \$.01

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

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 16.8	06/28/2006		M		3,000		04/05/2002	04/05/2011	Common Stock, par value \$.01	3,000
Employee Stock Option Right to Buy	\$ 22.53	06/28/2006		M		8,000		04/02/2003	04/02/2012	Common Stock, par value \$.01	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NICHOLS RICK C/O TEREX CORPORATION 500 POST ROAD EAST, SUITE 320 WESTPORT, CT 06851	Pres. Tex Mtrls. Process/Mining

Signatures

/s/ Rick Nichols 06/29/2006

**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) Represents average share price. Shares sold at prices ranging from \$90.61 to \$91.35.
- (2) Represent shares beneficially owned as of June 28, 2006.

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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