

Carter Jonathan D
 Form 3
 February 23, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Carter Jonathan D | | (Month/Day/Year) | TEREX CORP [TEX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/16/2005 | | |
| TEREX CORPORATION,Â 500 | | | (Check all applicable) | |
| POST ROAD EAST, SUITE 320 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Acting Controller & CAO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| WESTPORT,Â CTÂ 06880 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, par value \$.01 | 6,359 ⁽¹⁾ | D | Â |
| Common Stock, par value \$.01 | 60 | I | 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|-------------------------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) ⁽²⁾ | 02/07/2004 | 02/07/2013 | Common Stock, par value \$.01 | 4,000 | \$ 11.32 | D | Â |
| Employee Stock Option (right to buy) ⁽³⁾ | 03/11/2005 | 03/11/2014 | Common Stock, par value \$.01 | 2,500 | \$ 34.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter Jonathan D TEREX CORPORATION 500 POST ROAD EAST, SUITE 320 WESTPORT, CT 06880 | Â | Â | Â Acting Controller & CAO | Â |

Signatures

/s/ Jonathan D.
Carter

02/23/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 4,000 shares of restricted stock granted pursuant to one of the Company's long term incentive plans, which remain subject to vesting.
- (2) Stock options granted pursuant to one of the Company's long term incentive plans vesting over a 4 year period, with the first vesting on February 7, 2004.
- (3) Stock options granted pursuant to one of the Company's long term incentive plans vesting over a 4 year period, with the first vesting on March 11, 2005.

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.