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CATERPILL. Form 4											
September 01	Л								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe	ar .			Expires:	January 31, 2005						
subject to Section 16 Form 4 or).			SECURI	TIES	NERSHIP OF	Estimated a burden hou response	irs per			
Form 5 obligations may continue. See Instruction 1(b). 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 Re	esponses)										
1. Name and Ad GOODE DA		Symbol	Name and T			5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 3. Date of Ea					-	1]	(Check all applicable)				
(Last) THREE CON		3. Date of Earliest Transaction (Month/Day/Year) 08/31/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)					
				dment, Date h/Day/Year)	Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
NORFOLK,	VA 23510-2191						Form filed by Person	More than One Re	eporting		
(City)	(State) (Zip)	Table	I - Non-De	rivative So	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned		
(Instr. 3) any		Executior any			4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Common							26,300 <u>(1)</u>	D			
Reminder: Repo	rt on a separate line f	for each cla	ss of secur	ities benefic	ially owne	d directly or	indirectly.				
					informa require	ition conta d to respoi s a current	ond to the collect ined in this form nd unless the for ly valid OMB con	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8) S A (4 D 0 (1	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		'Year)	(Instr. 3 and 4)		Security (Instr. 5)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	08/31/2005		A	2	282		(3)	<u>(3)</u>	Common	282	\$ 0

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	Х							
Signatures								
David R. Goode; L.J. Huxtable, POA	0	9/01/2005						
**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) Included in this amount are 1104 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in August 2005 at a price between \$53.87 and \$54.765 per share.

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.