

BANWART SIDNEY C
Form 4
September 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
BANWART SIDNEY C

2. Issuer Name and Ticker or Trading Symbol
CATERPILLAR INC [CAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 N.E. ADAMS STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

PEORIA, IL 61629-4190

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common	09/13/2005		M		5,202	\$ 19.2032	67,640	D
Common	09/13/2005		F		1,682	\$ 59.385	65,958 ⁽¹⁾	D
Common							3,296	I

Owned by Wife ⁽²⁾

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

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