BELL MARY H Form 4 February 01, 2006

# FORM 4

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

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

(City)

(State)

(Zip)

1. Name and Address of Reporting Person * BELL MARY H			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)	3. Date of Earliest Transaction	(Check an applicable)			
100 N.E. ADAMS STREET			(Month/Day/Year) 01/31/2006	Director 10% Owner _X Officer (give title Other (specify below)  Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PEORIA, IL 6	1629		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(3)	(······)	1ab	ie I - Non-i	Derivative	Secu	rities Acquii	rea, Disposea oi,	or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				(D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common	01/31/2006		M	5,132	A	\$ 25.8281	14,736	D	
Common	01/31/2006		S	5,132	D	\$ 66.928	9,604	D	
Common	01/31/2006		M	3,480	A	\$ 16.4531	13,084	D	
Common	01/31/2006		F	849	D	\$ 67.405	12,235 (1) (2)	D	

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

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Table I. Non Derivative Securities Acquired Disposed of or Reneficially Owned

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#### number.

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 (3)	\$ 25.8281	01/31/2006		M	5,132	<u>(4)</u>	06/10/2007	Common	5,132
Employee Stock Option (3)	\$ 16.4531	01/31/2006		M	3,480	<u>(4)</u>	06/11/2006	Common	3,480

# **Reporting Owners**

Director 10% Owner Officer Other

**BELL MARY H** 

100 N.E. ADAMS STREET Vice President

PEORIA, IL 61629

# **Signatures**

Mary H. Bell; L.J. Huxtable, POA

\*\*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) This amount includes 1666 shares in 401K, 124 shares in SEIP, and 20 shares in dividend reinvestment.
- (2) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 3897 additional shares of common stock.
- (3) (Right to buy) with tandem tax withholding rights.
- (4) Exercisable in thirds 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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