

CATERPILLAR INC
Form 4
March 08, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBERHELMAN DOUGLAS R

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of the Board

(Street)
PEORIA, IL 61629

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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/04/2016		M	75,000 A \$ 63.04	265,047	D	
Common Stock	03/04/2016		D	64,990 D \$ 72.75	200,057	D	
Common Stock	03/04/2016		F	4,220 D \$ 72.75	195,837 ⁽¹⁾	D	
Common Stock					33,956 ⁽²⁾	I	Held by 401(k) Plan

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

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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 Underlying (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Stock Appreciation Right	\$ 63.04	03/04/2016		M			75,000	03/02/2010	03/02/2017	Common Stock
Employee Stock Option	\$ 74.77	03/07/2016		A			349,749	<u>(3)</u>	03/07/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBERHELMAN DOUGLAS R 100 N.E. ADAMS STREET PEORIA, IL 61629	X		CEO & Chairman of the Board	

Signatures

Douglas R. Oberhelman; G.
Acker POA

03/08/2016

__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) The number of shares in this column has been adjusted from the reporting person's previous Form 4 to account for dividend reinvestment.
- (2) The information in this report is based on a 401(k) Plan statement dated as of 12/31/2015.
- (3) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan and vest equally in 1/3 increments beginning on the first anniversary of the grant date.

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.