CATERPILLAR INC

Form 4 April 28, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

Expires:

Washington, D.C. 20549

3235-0287 January 31,

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * CALHOUN DAVID L			2. Issuer Name and Ticker or Trading Symbol				0	5. Relationship of Reporting Person(s) to Issuer			
			CATERPILLAR INC [CAT]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ansaction						
			(Month/Day/Year)					_X_ Director		Owner	
100 N.E. ADAMS STREET			04/26/2016					Officer (give below)	title Othe below)	r (specify	
(Street) PEORIA, IL 61629			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
i Loria, ii	L 01027							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned	
1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security	Execution	n Date, if	Transaction(A) or Disposed of (D)			of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any (Month/E	oay/Year)	Code (Instr. 8) Code V	(Instr. 3, 4	(A) or (D)	Frice	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Common	04/26/2016			P	25,000	Α	77.44	33,129	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(1)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
							Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
CALHOUN DAVID L 100 N.E. ADAMS STREET PEORIA, IL 61629	X						

Signatures

David L. Calhoun; G. 04/28/2016 Acker, POA

**Signature of Reporting Person

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).

The purchase price reported in Column 4 is a weighted average purchase price. The corresponding shares were purchased in multiple transactions at prices ranging from \$77.22 to \$77.655, inclusive. The reporting person undertakes to provide to Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

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.

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