

Williams Robert T  
Form 3  
December 02, 2004

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Williams Robert T		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/01/2004		
901 W. WASHINGTON,			(Check all applicable)	
CV4110			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Vice President	
EAST PEORIA,Â ILÂ	61630			6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	17,275 <sup>(1)</sup>	D	Â
Common	200	I	Owned by Son <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (ISO) <sup>(2)</sup>	06/06/1995 <sup>(4)</sup>	06/06/2005	Common	3,316	\$ 30.1562	D	Â
Option (NQ) <sup>(2)</sup>	06/06/1995 <sup>(4)</sup>	06/06/2005	Common	2,984	\$ 30.1562	D	Â
Option (ISO) <sup>(2)</sup>	06/11/1996 <sup>(4)</sup>	06/11/2006	Common	3,038	\$ 32.9062	D	Â
Option (NQ) <sup>(2)</sup>	06/11/1996 <sup>(4)</sup>	06/11/2006	Common	3,262	\$ 32.9062	D	Â
Option (ISO) <sup>(2)</sup>	06/10/1997 <sup>(4)</sup>	06/10/2007	Common	1,934	\$ 51.6562	D	Â
Option (NQ) <sup>(2)</sup>	06/10/1997 <sup>(4)</sup>	06/10/2007	Common	4,366	\$ 51.6562	D	Â
Option (ISO) <sup>(2)</sup>	06/09/1998 <sup>(4)</sup>	06/09/2008	Common	1,795	\$ 55.6875	D	Â
Option (NQ) <sup>(2)</sup>	06/09/1998 <sup>(4)</sup>	06/09/2008	Common	4,505	\$ 55.6875	D	Â
Option (ISO) <sup>(2)</sup>	06/08/1999 <sup>(4)</sup>	06/08/2009	Common	1,604	\$ 62.3438	D	Â
Option (NQ) <sup>(2)</sup>	06/08/1999 <sup>(4)</sup>	06/08/2009	Common	4,696	\$ 62.3438	D	Â
Option (ISO) <sup>(2)</sup>	06/12/2000 <sup>(4)</sup>	06/12/2010	Common	2,601	\$ 38.4063	D	Â
Option (NQ) <sup>(2)</sup>	06/12/2000 <sup>(4)</sup>	06/12/2010	Common	3,849	\$ 38.4063	D	Â
Option (NQ) <sup>(2)</sup>	06/12/2001 <sup>(4)</sup>	06/12/2011	Common	7,860	\$ 53.53	D	Â
Option (NQ) <sup>(2)</sup>	06/11/2002 <sup>(4)</sup>	06/11/2012	Common	7,860	\$ 50.715	D	Â
Option (NQ) <sup>(2)</sup>	06/10/2003 <sup>(4)</sup>	06/10/2013	Common	8,060	\$ 54.285	D	Â
Option (NQ) <sup>(2)</sup>	06/08/2004 <sup>(4)</sup>	06/08/2014	Common	8,260	\$ 77.255	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Robert T 901 W. WASHINGTON, CV4110 EAST PEORIA, IL 61630	Â	Â	Â Vice President	Â

## Signatures

Robert T. Williams; L.J.  
Huxtable, POA

12/02/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 7427 shares in 401K and 675 shares in dividend reinvestment.
- (2) Stock Option (right to buy) granted under company's 1996 Stock Option Plan.
- (3) Reporting person disclaims beneficial ownership.

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(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.

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