#### **CATERPILLAR INC**

Form 4 June 05, 2007

## FORM 4

#### **OMB APPROVAL OMB**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

if no longer subject to Section 16.

Check this box

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

2005 Estimated average burden hours per

Form 4 or 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

response... 0.5

1(b).

Common

Common

06/01/2007

06/01/2007

(Print or Type Responses)

| 1. Name and OBERHEI   | _                   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |                                |               | 5. Relationship of Reporting Person(s) to Issuer |                  |   |                      |              |  |
|-----------------------|---------------------|--|--------------------------------|---------------|--|------------------|---|----------------------|--------------|--|
|                       |                     |  | CATERPILLAR INC [CAT]          |               |  |                  | (Check all applicable)                    |                      |              |  |
| (Last)                | (First)             | (Middle)   | 3. Date of                     | of Earliest 7 | Transaction                                      |                  |   |                      |              |  |
|                       |                     |  | (Month/Day/Year)               |               |  |                  | _ Director                                | 10%                  | Owner        |  |
| 100 N.E. ADAMS STREET |                     |  | 06/01/2007                     |               |  |                  | Officer (give to<br>w)                    | itle Other<br>below) | r (specify   |  |
|                       |                     |  |                                |               |  | Group President  |   |                      |              |  |
| (Street)              |                     |  | 4. If Amendment, Date Original |               |  |                  | 6. Individual or Joint/Group Filing(Check |                      |              |  |
|                       |                     | Filed(Month/Day/Year)                              |                                |               | Appl   | Applicable Line) |   |                      |              |  |
|                       |                     | · /  |                                |               | _X_ Form filed by One Reporting Person           |                  |   |                      |              |  |
| PEORIA,               |                     |  |                                |               | Form filed by More than One Reporting Person     |                  |   |                      |              |  |
| (City)                | (State)             | (Zip)  | Tab                            | ole I - Non-  | Derivative Securities Acq                        | quired           | l, Disposed of,                           | or Beneficiall       | y Owned      |  |
| 1.Title of            | 2. Transaction Date | 2A. Deeme  | ed                             | 3.            | 4. Securities Acquired (A                        | A) 5             | . Amount of                               | 6.                   | 7. Nature of |  |
| Security              | (Month/Day/Year)    | Execution Date, if                                 |                                |               | omr Disposed of (D)                              | S                | Securities                                | Ownership            | Indirect     |  |
| (Instr. 3) any        |                     | any  | Code                           |               | (Instr. 3, 4 and 5)                              | В                | Beneficially                              | Form:                | Beneficial   |  |
|                       |                     | (Month/Da  | ıy/Year)                       | (Instr. 8)    |  | C                | Owned                                     | Direct (D)           | Ownership    |  |
|                       |                     |  |                                |               |  |                  | Following                                 | or Indirect          | (Instr. 4)   |  |
|                       |                     |  |                                |               | (A)  |                  | Reported                                  | (I)                  |              |  |
|                       |                     |  |                                |               | (A)  | T                | Transaction(s)                            | (Instr. 4)           |              |  |

Code V

M

F

Amount

18,132 A

10,760 D

(D)

Price

25.8281

\$ 78.6

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.

(Instr. 3 and 4)

D

D

86,694

75,934 (1)

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

#### Edgar Filing: CATERPILLAR INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|--|---|-------|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A)   | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock<br>Units                           | <u>(2)</u>  |   |   |  |   |       | (3)  | <u>(3)</u>         | Common  | 30,677                              |
| Employee<br>Stock<br>Option (4)                     | \$ 25.8281  | 06/01/2007                              |   | M                                      | 1   | 8,132 | (5)  | 06/10/2007         | Common  | 18,132                              |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                 |       |  |  |  |  |
|--|---------------|-----------|-----------------|-------|--|--|--|--|
| Transfer of the same of the sa | Director      | 10% Owner | Officer         | Other |  |  |  |  |
| OBERHELMAN DOUGLAS R<br>100 N.E. ADAMS STREET  |               |           | Group President |       |  |  |  |  |
| PEORIA, IL 61629-7220  |               |           | •               |       |  |  |  |  |

## **Signatures**

D. R. Oberhelman; 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 23,254 shares in 401K and 511 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or separation from service.
- (4) (Right to buy) with tandem tax withholding rights.
- (5) 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. 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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