### GOODE DAVID R Form 4

March 04, 2011 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

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January 31, 2005

0.5

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response...

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

obligations

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* GOODE DAVID R

2. Issuer Name and Ticker or Trading Symbol

CATERPILLAR INC [CAT]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

X\_ Director

10% Owner

THREE COMMERCIAL PLACE

(Street)

(State)

(First)

(Month/Day/Year)

03/03/2011

Filed(Month/Day/Year)

Officer (give title below)

Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

NORFOLK, VA 23510-2191

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

03/03/2011

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V M

Amount (D) Price 1,606 <u>(4)</u> Α

59,859 (1)

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

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.

SEC 1474 (9-02)

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

4.

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number

6. Date Exercisable and Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: GOODE DAVID R - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acque (A) of Disp (D)	or osed of r. 3, 4,	(Month/Day/Y	ear)	(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(3)</u>						(2)	(2)	Common	0
Restricted Stock Units	<u>(4)</u>	03/03/2011		M		1,606	03/03/2011	03/03/2011	Common	1,606

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
GOODE DAVID R							
THREE COMMERCIAL PLACE	X						
NORFOLK, VA 23510-2191							

## **Signatures**

David R. Goode; L.J. 03/04/2011 Huxtable, 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).
- (1) Included in this amount are 5198 shares in dividend reinvestment.
- The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement.
- (3) Security converts to common stock on a one-for-one basis.
- Each restricted stock unit represents the equivalent of one share of Caterpillar common stock. On March 3, 2011, the reporting person's restricted stock units were settled for an equal number of shares of Caterpillar common stock.

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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