

Copeland Jananne A.
Form 4
November 28, 2017

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 *
Copeland Jananne A.

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Accounting Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/24/2017 | | M | 5,620 A \$ 57.85 | 8,908 | D | |
| Common Stock | 11/24/2017 | | D | 2,373 D \$ 136.95 | 6,535 | D | |
| Common Stock | 11/24/2017 | | S | 3,247 D \$ 136.95 (1) | 3,288 | D | |
| Common Stock | | | | | 4,317 (2) | I | Held by 401(k) Plan |

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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 57.85 | 11/24/2017 | | M | 5,620 | 03/01/2013 03/01/2020 | Common Stock | 5,620 |
| Phantom Stock Units | (3) | 11/24/2017 | | A | 20 (4) | (5) (5) | Common Stock | 20 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Copeland Jananne A. 100 N.E. ADAMS STREET PEORIA, IL 61629 | | | Chief Accounting Officer | |

Signatures

Barbara Thomas, POA for Jananne A. Copeland 11/28/2017

__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).

- The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at
- prices ranging from \$136.94 to \$136.95, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, full information.
 - The information in this report is based on a 401(k) Plan statement dated as of 10/31/2017.

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- (3) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

This total includes 13 shares that were credited to the reporting person's account under the Supplemental Deferred Compensation Plan (the "Plan") at a price per share of \$137.39 and 7 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.

- (5) The phantom stock units were acquired under the Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.

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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