

MACIER ROBERT R
Form 4
June 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MACIER ROBERT R

(Last) (First) (Middle)

HARBOR DR. A-1, P. O. BOX
85376

(Street)

SAN DIEGO, CA 92186-5376

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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	Price		
Common	06/22/2005		M		1,604	\$ 62.3438	28,056	D
Common	06/22/2005		F		986	\$ 101.37	27,070	D
Common	06/22/2005		M		2,601	\$ 38.4063	29,671	D
Common	06/22/2005		F		985	\$ 101.37	28,686	D
Common	06/22/2005		M		27,000	\$ 50.715	55,686	D
Common	06/22/2005		F		19,814	\$ 101.37	35,872 (1)	D

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

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- (2) (Right to buy) with tandem tax withholding rights
- (3) Exercisable in thirds - 1/3 after 1 year, 1/3 after 2 years, 1/3 after 3 years

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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