## Edgar Filing: CATERPILLAR INC - Form 4

CATERPILLA Form 4 March 02, 200'										
FORM	Δ								PPROVAL	
	UNITE	D STATES		ITIES AI hington, 1			COMMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or		EMENT O	F CHAN	GES IN F SECURI		CIAL OW	NERSHIP OF	Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 Res	sponses)									
1. Name and Add GOODE DAV	Symbol	Name and '		-	5. Relationship of Reporting Person(s) to Issuer					
		PILLAR I	-	T]	(Check all applicable)					
(Last) (First) (Middle) THREE COMMERCIAL PLACE			3. Date of (Month/Da	-	nsaction		X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)				ndment, Dat th/Day/Year)	e Original		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
NORFOLK, V	/A 23510-21	91					Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		ear) Execution any	Execution Date, if		4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Reported Transaction(s) (Instr. 3 and 4)			
Common							38,274 <u>(1)</u>	D		
Reminder: Report	on a separate li	ine for each c	ass of secu	ities benefic	cially owne	ed directly or	indirectly.			
					Person informa require	s who resp ation conta d to respoi	oond to the collect ined in this form nd unless the for thy valid OMB con	are not m	EC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any Cod (Month/Day/Year) (Ins		8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	02/28/2007		А		276		(3)	<u>(3)</u>	Common	276	\$ 0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>								
	Director	10% Owner	Officer	Other				
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	Х							
Signatures								
David R. Goode; L.J. Huxtable, POA	0	3/02/2007						
**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) Included in this amount are 1392 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) 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. The stock was acquired in February 2007 at a price between \$64.035 and \$67.505 per share.

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.