Edgar Filing: GOODE DAVID R - Form 4

Form 4	VIDR								
March 04, 200	08								
FORM	4 UNITED S	TATES SECU	DITIFS A	ND FYC	HANCE	COMMISSION		PPROVAL	
Washington, D.C. 20549								3235-0287 January 31,	
Check this if no longe		ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							
subject to Section 16 Form 4 or Form 5).		SECURITIES				Estimated a burden hou response	irs per	
obligations may contin <i>See</i> Instruct 1(b).	s Section $17(a)$		Itility Hold	ling Com	pany Act c	ge Act of 1934, of 1935 or Sectio 940	on		
(Print or Type Re	esponses)								
1. Name and Ad GOODE DA	ldress of Reporting Pe VID R	Symbol	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]			5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(Eirot) (Mi			-	1]	(Check all applicable)			
(Last) THREE CON	(First) (Mi	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 02/29/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)			
	Amendment, Date Original (Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
NORFOLK,	VA 23510-2191					Form filed by I Person	More than One Ro	eporting	
(City)	(State) (Z	Zip) Tal	ole I - Non-D	erivative S	ecurities Ac	equired, Disposed o	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution Date, i	Code	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D) Price	(Instr. 3 and 4) 43,597 (1)	D		
Reminder: Repo	rt on a separate line fo	or each class of sec	urities benefi						
				informa require	ation conta d to respo s a current	bond to the colled ined in this form nd unless the for tly valid OMB cor	are not m	SEC 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. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	ed ed of		(Instr. 3 and 4)		Secu (Inst
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	02/29/2008		А	292	(3)	<u>(3)</u>	Common	292	\$
Restricted Stock Units	<u>(4)</u>	03/03/2008		А	1,606	<u>(5)</u>	(5)	Common	1,606	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh		
FB	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	3/04/2008		
**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 1793 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 2008 at a price between \$70.48 and \$73.145 per share.
- (4) Each restricted stock unit represents a contingent right to receive one share of Caterpillar common stock.
- (5) The restricted stock units vest on March 3, 2011.

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.