Edgar Filing: Copeland Jananne A. - Form 4

| Copeland Jananne Form 4 | e A. | | | | | | | | | | |
|---|------------------------------|---|--|--|---|---|--|--|---|--|--|
| April 01, 2013 | | | | | | | | | | | |
| FORM 4 | | | | ~ | | | | | PPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | N OMB Number: | 3235-0287 | | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). | | | ection Public U | SECUI | RITIES ne Securit ding Cor | Estimated a burden hou response | Estimated average burden hours per response 0.5 | | | | |
| (Print or Type Respor | ises) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> 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) (1 | First) (Middle) 3. Date of Earliest Transaction | | | | | (Chi | (Check an applicable) | | | |
| 100 N.E. ADAMS STREET | | | (Month/Day/Year) 03/28/2013 | | | Director 10% Owner X Officer (give title Other (specify below) below) Chief Acctg Officer | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| PEORIA, IL 616 | 29 | | | | | | Form filed by Person | More than One Ro | eporting | | |
| (City) (S | State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| | nsaction Date h/Day/Year) | 2A. Deeme Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | 4. Securit mAcquired Disposed (Instr. 3, 4 Amount | (A) or of (D) | 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) | | |
| Damindan Danant an | o comonata lina | for each al | and of and | | | | | | | | |
| Reminder: Report on | a separate fine | TOF EACH CI | 158 01 SEC | unities dene | Perso inforn requir | ns who res nation cont red to resp nys a curre | or indirectly. spond to the collect tained in this forn ond unless the fo ntly valid OMB co | n are not rm | GEC 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. | 6. Date Exercisable and | 7. Title and Amount of | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|-----------|-------------------------|------------------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | ionNumber | Expiration Date | Underlying Securities | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | (Instr. 3 and 4) | Security |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivati Securitie Acquiree (A) or Dispose of (D) (Instr. 3, 4, and 5) | es d d | | | | (Instr. 5) |
|---------------------------|------------------------------------|------------------|------------|---|-----------------------|--------------------|-----------------|--|------------|
| | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | <u>(1)</u> | 03/28/2013 | A | 28 (2) | (3) | (3) | Common Stock | 28 | \$ 86.97 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------------------|-------|--|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | | |
| Copeland Jananne A. 100 N.E. ADAMS STREET PEORIA, IL 61629 | | | Chief Acctg Officer | | | | | |
| Signatures | | | | | | | | |
| J. A. Copeland; L. J. Huxtable, | | | | | | | | |

J. A. Copeland; L. J. Huxtabl POA

04/01/2013 Date

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

Includes 18 phantom stock units which were credited to the Reporting Person's account under the Supplemental Deferred Compensation(2) Plan (the "Plan") at a price per share of \$86.97 and 10 phantom stock units that were contributed to the Reporting Person's account pursuant to the terms of the Plan for no consideration.

- (3) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the Reporting Person's retirement or separation from service.
- (4) Includes 17 phantom stock units acquired under Tax-Conditioned Plans.

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.