Edgar Filing: CATERPILLAR INC - Form 4

Form 4								
March 08, 2005								
FORM 4 UNITED ST		S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				3235-0287		
if no longer subject to Section 16. Form 4 or Form 5 subject to Filed pursu	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					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Responses)								
1. Name and Address of Reporting Pe PARKER JAMES J	Symbol	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Mid P. O. BOX 610	Earliest Transaction w/Year) 05	(Check all applicable) <u>X</u> Director <u>X</u> Officer (give title <u>10%</u> Owner (check all applicable) <u>10%</u> Owner <u>10%</u> Owne						
(Street)	dment, Date Original h/Day/Year)		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
MOSSVILLE, IL 61552-0610				Person	viore than One Ke	porting		
(City) (State) (Z	Cip) Table	I - Non-Derivative S	Securities Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.4. SecuriTransactionAcquiredCodeDisposed(Instr. 8)(Instr. 3,	l (A) or l 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	or (D) Price	(Instr. 3 and 4)	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(2)</u>	03/04/2005	А	438	(3)	(3)	Common	438	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o when reality read on	Director	10% Owner	Officer	Other		
PARKER JAMES J P. O. BOX 610 MOSSVILLE, IL 61552-0610			Vice President			
Signatures						
J. J. Parker; L.J. Huxtable, POA	03	/08/2005				

**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) This amount includes 6351 shares in 401K, 1219 shares in SEIP and 10 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or other termination of service.

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.