#### CATERPILLAR INC

Form 4

February 21, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SHAHEEN GERALD L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CATERPILLAR INC [CAT]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 02/17/2006

Filed(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

below) below) Group President

100 N.E. ADAMS STREET

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

PEORIA, IL 61629-7240

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

Code V Amount (D) Price

(A)

or

(Instr. 3 and 4) 208,206 (1)

Common

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.

SEC 1474 (9-02)

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

#### Edgar Filing: CATERPILLAR INC - Form 4

| 1. Title of                    | 2.                                 | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number of   | <ol><li>Date Exerci</li></ol>       | sable and          | 7. Title and Amoun                      |                             |
|--------------------------------|------------------------------------|---------------------|--------------------|------------|--|-------------------------------------|--------------------|---|-----------------------------|
| Derivative                     | Conversion                         | (Month/Day/Year)    | Execution Date, if | Transacti  | orDerivative   | Expiration Date<br>(Month/Day/Year) |                    | Underlying Securiti<br>(Instr. 3 and 4) |                             |
| Security                       | or Exercise                        |                     | any                | Code       | Securities   |                                     |                    |   |                             |
| (Instr. 3)                     | Price of<br>Derivative<br>Security |                     | (Month/Day/Year)   | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                                     |                    |   |                             |
|                                |                                    |                     |                    | Code V     | (A) (D)  | Date<br>Exercisable                 | Expiration<br>Date | Title                                   | Amor<br>or<br>Numl<br>of Sh |
| Stock<br>Appreciation<br>Right | \$ 72.05                           | 02/17/2006          |                    | A          | 95,000   | 02/17/2009                          | 02/17/2016         | Common                                  | 95,0                        |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAHEEN GERALD L 100 N.E. ADAMS STREET PEORIA, IL 61629-7240

**Group President** 

## **Signatures**

G. L. Shaheen; L.J. Huxtable, POA

\*\*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 14,113 shares in 401K, and 11,447 shares in SEIP.

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.

Reporting Owners 2