Edgar Filing: CATERPILLAR INC - Form 4

CATERPILLA Form 4	AR INC										
December 04,	2006										
FORM	UNITED STATES SECURITIES AND EACHANGE COMMISSION							3235-028			
Check this if no longe subject to	r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							s: January 31, 2005		
Section 16. Form 4 or				SECUR	burden hou	Estimated average burden hours per response 0.					
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 Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> MAGOWAN PETER A			2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]				5. Relationship o Issuer	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)				(Che	(Check all applicable)				
(Last) (First) (Middle) PACIFIC BELL PARK, 24 WILLIE MAYS PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 11/30/2006				X_ Director Officer (give below)	Officer (give title Other (specify			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person					
SAN FRANC	CISCO, CA 94	4107					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities .	Acquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
					Amount	(A) or (D) Pri	Transaction(s) (Instr. 3 and 4)				
Common							263,186 <u>(1)</u>	D			
Common							2,800	Ι	By Trust		

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. Transacti Code (Instr. 8)	Derivative	Expiration D (Month/Day)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities 4)	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	11/30/2006	А	174	(4)	(4)	Common	174	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MAGOWAN PETER A PACIFIC BELL PARK 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	Х					
Signatures						
Peter A. Magowan; L. J. Huxtal POA	ole,	12/04/2	2006			
<u>**</u> 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 2049 dividend reinvestment shares.
- (2) Reporting person disclaims beneficial ownership.
- (3) Security converts to common stock on a one-for-one basis.
- (4) 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 November 2006 at a price between \$60.795 and \$62.16 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.