

CATERPILLAR INC  
 Form 4  
 November 01, 2005

**FORM 4**

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

OMB APPROVAL

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 Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOSELIN STEPHEN A**

(Last) (First) (Middle)  
 100 N.E. ADAMS STREET  
 (Street)

PEORIA, IL 61629-1205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CATERPILLAR INC [CAT]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**10/31/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
				Code	V Amount or Price			
Common	10/31/2005		M	3,080	A \$ 16.4531	16,782	D	
Common	10/31/2005		F	966	D \$ 52.415	15,816	D	
Common	10/31/2005		M	2,600	A \$ 25.8281	18,416	D	
Common	10/31/2005		F	1,281	D \$ 52.415	17,135 <sup>(1)</sup>	D	
Common						790	I	Custodial Accounts for Daughters

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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.**

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option <sup>(2)</sup>	\$ 16.4531	10/31/2005		M	3,080	<sup>(3)</sup> 06/11/2006	Common	3,080
Employee Stock Option <sup>(2)</sup>	\$ 25.8281	10/31/2005		M	2,600	<sup>(3)</sup> 06/10/2007	Common	2,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOSELIN STEPHEN A 100 N.E. ADAMS STREET PEORIA, IL 61629-1205			Vice President	

## Signatures

Stephen A. Gosselin; L.J. Huxtable,  
POA 11/01/2005  
\*\*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 7258 shares in 401K, 1144 shares in SEIP and 4 shares in dividend reinvestment.
- (2) (Right to buy) with tandem tax withholding rights.

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(3) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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