

Copeland Jananne A.  
Form 4  
November 28, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Copeland Jananne A.

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

PEORIA, IL 61629

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/24/2017

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)  
Chief Accounting Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 11/24/2017                           |  | M                              | 5,620 A   | \$ 57.85  | 8,908  | D   |
| Common Stock                    | 11/24/2017                           |  | D                              | 2,373 D   | \$ 136.95   | 6,535  | D   |
| Common Stock                    | 11/24/2017                           |  | S                              | 3,247 D   | \$ 136.95<br>(1)  | 3,288  | D   |
| Common Stock                    |                                      |  |                                |   |   | 4,317 (2)  | I<br>Held by 401(k) Plan                              |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right                   | \$ 57.85   | 11/24/2017                           |  | M                              | 5,620   | 03/01/2013 03/01/2020                                    | Common Stock  | 5,620                      |
| Phantom Stock Units                        | (3)  | 11/24/2017                           |  | A                              | 20 (4)  | (5) (5)  | Common Stock  | 20                         |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Copeland Jananne A.<br>100 N.E. ADAMS STREET<br>PEORIA, IL 61629 |               |           | Chief Accounting Officer |       |

## Signatures

Barbara Thomas, POA for Jananne A.  
Copeland 11/28/2017

\_\_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).

- The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at
- prices ranging from \$136.94 to \$136.95, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, full information.
  - The information in this report is based on a 401(k) Plan statement dated as of 10/31/2017.

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- (3) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.  
This total includes 13 shares that were credited to the reporting person's account under the Supplemental Deferred Compensation Plan
- (4) (the "Plan") at a price per share of \$137.39 and 7 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.
- (5) The phantom stock units were acquired under the Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from 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.