

BEARD JAMES S
Form 4
April 21, 2005

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 *
BEARD JAMES S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2120 WEST END AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

(Street)
NASHVILLE, TN 37203-0001

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

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

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common | 02/01/2005 | | M | | 3,316 | A | \$ 30.1562 |
| Common | 02/01/2005 | | M | | 3,038 | A | \$ 32.9062 |
| Common | 02/01/2005 | | M | | 1,934 | A | \$ 51.6562 |
| Common | 02/01/2005 | | M | | 1,795 | A | \$ 55.6875 |
| Common | 02/01/2005 | | M | | 1,604 | A | \$ 62.3438 |

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Common 02/01/2005 M 2,601 A \$ 38.4063 39,426 ⁽¹⁾ 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.

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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 ⁽²⁾ | \$ 30.1562 | 02/01/2005 | | M | 3,316 | ⁽³⁾ 06/06/2005 | Common | 3,316 |
| Employee Stock Option ⁽²⁾ | \$ 32.9062 | 02/01/2005 | | M | 3,038 | ⁽³⁾ 06/11/2006 | Common | 3,038 |
| Employee Stock Option ⁽²⁾ | \$ 51.6562 | 02/01/2005 | | M | 1,934 | ⁽³⁾ 06/10/2007 | Common | 1,934 |
| Employee Stock Option ⁽²⁾ | \$ 55.6875 | 02/01/2005 | | M | 1,795 | ⁽³⁾ 06/09/2008 | Common | 1,795 |
| Employee Stock Option ⁽²⁾ | \$ 62.3438 | 02/01/2005 | | M | 1,604 | ⁽³⁾ 06/08/2009 | Common | 1,604 |
| Employee Stock Option ⁽²⁾ | \$ 38.4063 | 02/01/2005 | | M | 2,601 | ⁽³⁾ 06/12/2010 | Common | 2,601 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BEARD JAMES S
2120 WEST END AVENUE
NASHVILLE, TN 37203-0001

Vice President

Signatures

J. S. Beard; L. J. Huxtable,
POA

04/21/2005

__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 22,572 shares in 401K and 2566 shares in SEIP.
- (2) (Right to buy) with tandem tax withholding rights.
- (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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