

MACIER ROBERT R
Form 4
June 23, 2005

FORM 4

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

OMB APPROVAL

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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 *
MACIER ROBERT R

(Last) (First) (Middle)

HARBOR DR. A-1, P. O. BOX
85376

(Street)

SAN DIEGO, CA 92186-5376

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2005

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	Price		
Common	06/22/2005		M		1,604	\$ 62.3438	28,056	D
Common	06/22/2005		F		986	\$ 101.37	27,070	D
Common	06/22/2005		M		2,601	\$ 38.4063	29,671	D
Common	06/22/2005		F		985	\$ 101.37	28,686	D
Common	06/22/2005		M		27,000	\$ 50.715	55,686	D
Common	06/22/2005		F		19,814	\$ 101.37	35,872 (1)	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽²⁾	\$ 62.3438	06/22/2005		M	1,604	⁽³⁾ 06/08/2009	06/08/2009	Common	1,604
Employee Stock Option ⁽²⁾	\$ 38.4063	06/22/2005		M	2,601	⁽³⁾ 06/12/2010	06/12/2010	Common	2,601
Employee Stock Option ⁽²⁾	\$ 50.715	06/22/2005		M	27,000	⁽³⁾ 06/11/2012	06/11/2012	Common	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACIER ROBERT R HARBOR DR. A-1 P. O. BOX 85376 SAN DIEGO, CA 92186-5376			Vice President	

Signatures

R. R. Macier; L.J.
Huxtable, POA
06/23/2005

__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 5621 shares in 401K and 753 shares in dividend reinvestment.

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(2) (Right to buy) with tandem tax withholding rights

(3) Exercisable in thirds - 1/3 after 1 year, 1/3 after 2 years, 1/3 after 3 years

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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