

PALMER GERALD
Form 4/A
January 06, 2006

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 *
PALMER GERALD

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2005

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

P. O. BOX 348

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
07/28/2005

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

AURORA, IL 60507

(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	Price			
Common	07/26/2005		M		38,132	\$ 25.8281	97,742	D	
Common	07/26/2005		S		38,132	\$ 51.8658	56,610	D	
Common	07/27/2005		M		3,208	\$ 31.1719	59,818	D	
Common	07/27/2005		M		5,202	\$ 19.2032	65,020 ⁽¹⁾ ⁽⁴⁾ ₍₅₎	D	
Common							30,962 ⁽³⁾	I	Owned by Wife ⁽²⁾

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁶⁾	\$ 25.8281	07/26/2005		M		38,132	⁽⁷⁾ 06/10/2007	Common	38,132
Employee Stock Option ⁽⁶⁾	\$ 31.1719	07/27/2005		M		3,208	⁽⁷⁾ 06/08/2009	Common	3,208
Employee Stock Option ⁽⁶⁾	\$ 19.2032	07/27/2005		M		5,202	⁽⁷⁾ 06/12/2010	Common	5,202

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER GERALD P. O. BOX 348 AURORA, IL 60507			Vice President	

Signatures

G. Palmer; L.J.
Huxtable, POA

01/06/2006

**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 4640 shares in SEIP.

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- (2) Reporting person disclaims beneficial ownership.
- (3) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 15,481 additional shares of common stock.
- (4) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 41,466 additional shares of common stock.
- (5) The number of shares reported as beneficially owned was incorrectly calculated on this Form 4 and was also incorrect on subsequent Forms 4 filed by the reporting person through year-end 2005.
- (6) (Right to buy) with tandem tax withholding rights.
- (7) 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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