

CATERPILLAR INC
Form 3
February 23, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Long Suzette M		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
100 NE ADAMS STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
PEORIA, Â IL Â 61629			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Int. Executive Vice President	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	528	D	Â
Common Stock	409 ⁽¹⁾	I	Held by 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	03/05/2015	03/05/2022	Common Stock	3,025	\$ 110.09	D	Â
Employee Stock Option	03/04/2016	03/04/2023	Common Stock	4,052	\$ 89.75	D	Â
Employee Stock Option	03/03/2017	03/03/2024	Common Stock	1,756	\$ 96.31	D	Â
Employee Stock Option	Â ⁽²⁾	03/02/2025	Common Stock	6,657	\$ 83	D	Â
Employee Stock Option	Â ⁽³⁾	03/07/2026	Common Stock	8,883	\$ 74.77	D	Â
Phantom Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	536	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Long Suzette M 100 NE ADAMS STREET PEORIA, IL 61629	Â	Â	Â Int. Executive Vice President	Â

Signatures

By: S. M. Long; G. Acker, POA 02/23/2017

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The information in this report is based on a 401(k) Plan statement dated as of 12/31/2016.
 - (2) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 2, 2015 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
 - (3) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 7, 2016 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
 - (4) The phantom stock units were acquired under the Caterpillar Inc. Supplemental Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
 - (5) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

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.