#### **CATERPILLAR INC**

Form 4 June 27, 2005

## FORM 4

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

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MACIER ROBERT R

(Middle)

(Zip)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CATERPILLAR INC [CAT]

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

06/23/2005

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person Dominative Committee Assuring Disposed of an Depolicially O

#### SAN DIEGO, CA 92186-5376

(,)	(=)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
					(A)		Reported	(I)		
					or		Transaction(s)	(Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	06/23/2005		M	19,396	٨	\$	55,268	D		
Common	00/23/2003		1V1	19,390	A	62.3438	33,200	D		
Common	06/23/2005		F	15,543	D	\$ 99.425	39,725	D		
<b>C</b>	06/02/0007		3.4	10.000		Φ 52 52	40.705	ъ		
Common	06/23/2005		M	10,000	A	\$ 53.53	49,725	D		
Common	06/23/2005		F	7,540	D	\$ 99.425	42,185 (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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	06/23/2005		M		19,396	<u>(3)</u>	06/08/2009	Common	19,396
Employee Stock Option (2)	\$ 53.53	06/23/2005		M		10,000	<u>(3)</u>	06/12/2011	Common	10,000

# **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

06/27/2005

\*\*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.
- (2) (Right to buy) with tandem tax witholding 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. 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.

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