#### **CATERPILLAR INC**

Form 4

August 01, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

January 31, Expires: 2005

**OMB APPROVAL** 

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* WESTERN DONALD G Symbol CATERPILLAR INC [CAT]

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 N.E. ADAMS STREET

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

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

07/28/2005

below) Vice President

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

PEORIA, IL 61629-3485

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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)
Common	07/28/2005		M	19,205	A	\$ 27.8438	69,327	D	
Common	07/28/2005		M	18,000	A	\$ 27.1425	87,327	D	
Common	07/28/2005		S	37,205	D	\$ 54.05	50,122 (1)	D	
Common							16,998	I	Owned by Wife

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

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SEC 1474 (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. Transactic Code (Instr. 8)	ransactionDerivative lode Securities		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 (3)	\$ 27.8438	07/28/2005		M		19,205	<u>(4)</u>	06/09/2008	Common	19,205
Employee Stock Option (3)	\$ 27.1425	07/28/2005		M		18,000	<u>(4)</u>	06/10/2013	Common	18,000

## **Reporting Owners**

Penarting Oversar Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

WESTERN DONALD G 100 N.E. ADAMS STREET PEORIA, IL 61629-3485

Vice President

## **Signatures**

Donald G. Western; L.J. Huxtable, POA

08/01/2005

\*\*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 534 shares in 401K and 6780 shares in SEIP.
- (2) Reporting person disclaims beneficial ownership.
- (3) (Right to buy) with tandem tax withholding rights.
- (4) 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.

Reporting Owners 2

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