#### SCHENA CHRISTIANO V

Form 4

February 01, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Ac SCHENA CI	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol CATERPILLAR INC [CAT]	5. Relationship of Reporting Person(s) to Issuer		
		0.51.11.	. ,	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
100 N.E. ADAMS STREET			(Month/Day/Year)	Director 10% Owner		
			01/31/2006	_X_ Officer (give title Other (specify below) Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PEORIA, IL 61629-4490			·	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities Acc	quired Disposed of ar Reposicially Owned		

(City)	(State)	${\bf (Zip)} \qquad \qquad {\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	01/31/2006		Code V M	Amount 13,330	(D)	Price \$ 27.8438	(Instr. 3 and 4) 50,221	D	
Common	01/31/2006		M	13,712	A	\$ 31.1719	63,933	D	
Common	01/31/2006		S	27,042	D	\$ 67.6281	36,891	D	
Common	01/31/2006		M	3,868	A	\$ 25.8281	40,759	D	
Common	01/31/2006		M	3,590	A	\$ 27.8438	44,349 (1)	D	

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

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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. Transaction Code (Instr. 8)	Sec Acc or I (D) (Ins	curities quired (A) Disposed of	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)	\$ 27.8438	01/31/2006		M		13,330	(3)	06/09/2008	Common	13,330
Employee Stock Option (2)	\$ 31.1719	01/31/2006		M		13,712	(3)	06/08/2009	Common	13,712
Employee Stock Option (2)	\$ 25.8281	01/31/2006		M		3,868	(3)	06/10/2007	Common	3,868
Employee Stock Option (2)	\$ 27.8438	01/31/2006		M		3,590	(3)	06/09/2008	Common	3,590

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
SCHENA CHRISTIANO V								
100 N.E. ADAMS STREET			Vice President					
PEORIA, IL 61629-4490								

# **Signatures**

C. V. Schena; L.J. Huxtable, POA

\*\*Signature of Reporting Person Date

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## **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 16,726 shares in 401K; 313 shares in SEIP and 517 shares in dividend reinvestment.
- (2) (Right to buy) with tandem tax withholding rights.
- (3) 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. 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.