

WUNNING STEVEN H
 Form 4
 February 01, 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 *
WUNNING STEVEN H

(Last) (First) (Middle)
 100 N.E. ADAMS STREET
 (Street)

PEORIA, IL 61629-7220

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Group President

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

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 | (A) or (D) | Price | | |
| Common | 01/31/2006 | | M | | 13,330 | A | \$ 27.8438 | 67,569 | D |
| Common | 01/31/2006 | | M | | 38,792 | A | \$ 31.1719 | 106,361 | D |
| Common | 01/31/2006 | | S | | 52,122 | D | \$ 66.928 | 54,239 | D |
| Common | 01/31/2006 | | M | | 3,590 | A | \$ 27.8438 | 57,829 | D |
| Common | 01/31/2006 | | M | | 3,208 | A | \$ 31.1719 | 61,037 ⁽¹⁾ ⁽⁶⁾ | D |
| Common | | | | | | | | 200 ⁽⁷⁾ | I |

Common 74 (2) (8) I Owned by Son ⁽³⁾
Owned by Wife

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) | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽⁴⁾ | \$ 27.8438 | 01/31/2006 | | M | 13,330 | <u>(5)</u> 06/09/2008 | Common | 13,330 | |
| Employee Stock Option ⁽⁴⁾ | \$ 31.1719 | 01/31/2006 | | M | 38,792 | <u>(5)</u> 06/08/2009 | Common | 38,792 | |
| Employee Stock Option ⁽⁴⁾ | \$ 27.8438 | 01/31/2006 | | M | 3,590 | <u>(5)</u> 06/09/2008 | Common | 3,590 | |
| Employee Stock Option ⁽⁴⁾ | \$ 31.1719 | 01/31/2006 | | M | 3,208 | <u>(5)</u> 06/08/2009 | Common | 3,208 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WUNNING STEVEN H 100 N.E. ADAMS STREET PEORIA, IL 61629-7220 | | | Group President | |

Signatures

S. H. Wunning; L.J.
Huxtable, POA

02/01/2006

__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 21,625 shares in 401K, 5107 shares in SEIP, and 21 shares in dividend reinvestment.
- (2) This amount includes 6 shares in dividend reinvestment.
- (3) Reporting person disclaims beneficial ownership.
- (4) (Right to buy) with tandem tax withholding rights.
- (5) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.
- (6) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 13,743 additional shares of common stock.
- (7) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 100 additional shares of common stock.
- (8) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 34 additional shares of 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.

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