Edgar Filing: CATERPILLAR INC - Form 4

Form 4											
February 01, 2007 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMM									OMB APPROVAL		
		ITIES Al hington,	OMB Number:	3235-0287							
Check this if no long subject to Section 16 Form 4 or	F CHAN	GES IN I SECURI	burden hou	Expires: January 31 2009 Estimated average burden hours per response 0.9							
Form 5 obligations may continue.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 19401(b).											
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> MAGOWAN PETER A			2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Chee	(Check all applicable)			
			(Month/Da 01/31/20	-				X_ Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SAN FRAN	CISCO, CA 94	107						Person	viore than One R	eporung	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
(Instr. 3)		r) Execution any	emed on Date, if /Day/Year)	3.4. SecuritiesTransactionAcquired (A) oCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Code V Amo		Amount	(A) or : (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common	Code V Amount (D)		(D)	Thee	263,419 <u>(1)</u>	D					
Common								2,800	Ι	By Trust (4)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	onof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code V	7 (A) (I	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	01/31/2007		А	117		(2)	(2)	Common	117	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MAGOWAN PETER A PACIFIC BELL PARK 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	Х							
Signatures								
Peter A. Magowan; L. J. Huxtal POA	ble,	02/01/2007						
<u>**</u> 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 2282 dividend reinvestment shares.
- (2) The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in January 2007 at a price of \$63.66 per share.
- (3) Security converts to common stock on a one-for-one basis.
- (4) Reporting person disclaims beneficial ownership.

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.