## Edgar Filing: FIFE EUGENE V - Form 4

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Form 4								
March 04, 2008 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MUNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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					Sind3235-028°Number:January 31Expires:2009Estimated averageburden hours perresponse0.9			
(Print or Type Re	esponses)							
1. Name and Ad FIFE EUGEN	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol CATERPILLAR INC [CAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(Month/D	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/03/2008</li></ul>			Officer (give title Other (specify below) below)			
	Filed(Mon	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHARLOTT	ESVILLE, VA 2	2902				Person		eporting
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly 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) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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						20,000	D	
Common						2,000	Ι	Owned by Daughter & Son (1)
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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	03/03/2008		А	1,606	(2)	(2)	Common	1,606	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FIFE EUGENE V ZERO COURT SQUARE CHARLOTTESVILLE, VA 22902	Х					
Signatures						
Eugene V. Fife; L.J. Huxtable, POA	03/04/2008					
**Signature of Reporting Person		Date				
Evolution of Poon	onco	<u>.</u> .				

## **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) Reporting persons disclaim beneficial ownership.
- (2) The stock appreciation rights vest on March 3, 2011.
- (3) Each restricted stock unit represents a contingent right to receive one share of Caterpillar 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. 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.