## Edgar Filing: GOODE DAVID R - Form 4

GOODE DAV Form 4										
December 01, <b>FORM</b>	Л							PPROVAL		
	UNITED S	TATES SECUE Was	LITIES AN Shington, I			COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pursu Section 17(a)	ENT OF CHAN uant to Section 1 ) of the Public Ut 30(h) of the In	GES IN B SECURI 6(a) of the ility Holdi	ENEFI TIES Securition	CIAL OW es Exchang pany Act c	ge Act of 1934, of 1935 or Sectio	Expires: Estimated a burden hou response	nours per		
(Print or Type Re	esponses)									
1. Name and Ad GOODE DA	ldress of Reporting Po VID R	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol CATERPILLAR INC [CAT]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of Eau (Month/Day/ THREE COMMERCIAL PLACE 11/30/2009				-	-	(Check all applicable) X_ Director Officer (give title below) below)				
NORFOLK,		Amendment, Date Original d(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
(City)		Zip) Tabl	e I - Non-De	rivative S	ecurities Ac	Person	or Beneficia	llv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	ransactionAcquired (A) or ode Disposed 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) (Instr. 4)			
Common				iniount		51,280 <u>(1)</u>	D			
Reminder: Repo	rt on a separate line f	or each class of secu	rities benefic	ially owne	d directly or	indirectly.				
				informa require	ition conta d to respoi s a current	oond to the collect ined in this form nd unless the for thy valid OMB con	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 3	8)	Derivative (Month/ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	11/30/2009		Α		625		(3)	<u>(3)</u>	Common	625	\$ 0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>								
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other				
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	Х							
Signatures								
David R. Goode; L.J. Huxtable, POA	1	2/01/2009						
**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) Included in this amount are 3669 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) 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 November 2009 at a price between \$57.64 and \$57.91 per share.

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.