VITTECOQ GERARD R

Form 4 March 04, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Ad			ne and Ticl Inc. CAT	ker or T	rading	ing Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Vittecoq Gerar (Last) 76, route de Fro P. O. Box 6000,	of Reporting Person,					tatement for nth/Day/Year 03/03	10 X O	Director			
Geneva 6, Switz						5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip)	T	able	I Non-D	erivati	ve Seci	urities Acquired	, Dispose	d of, or Benef	icially Owned
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction (Instr. 8	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	03/03/03								20,532 (1)	D	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

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

	(e.g., path, variants, options, convertible securities)													
	l. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
Ì	Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
ŀ	Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial		
		Price of		Date,	Code	Derivati	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
	Instr. 3)	Derivative	(Month/	if any		Securitie	Y ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
		Security		(Month/	(Instr.	Acquire	1			Following	ative			
			Year)	Day/	8)	(A) or				Reported	Security:			
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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	Year)	Year)			of (l	Disposed of (D) (Instr. 3, 4 &					Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
				Code	V	(A)		Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			
Phantom Stock Units	1 for 1	03/03/03		A (2)	V	950		03/03/08	03/03/08	Common	950		D	

Explanation of Responses:

- (1) Included in this amount are 11,733 shares in EIP and 306 shares in dividend reinvestment.
- (2) Restricted stock awarded pursuant to Caterpillar Inc. 1996 Stock Option and Long-Term Incentive Plan.

By: /s/ Gerard R. Vittecoq 03/04/03
L.J. Huxtable, Power of Attorney

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).