CATERPILLAR INC

Form 4

September 01, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

P.O. BOX 610

(Print or Type Responses)

1. Name and Address of Reporting Person * PARKER JAMES J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CATERPILLAR INC [CAT]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner X_ Officer (give title Other (specify below)

08/31/2005

below) Vice President

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

MOSSVILLE, IL 61552-0610

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price Common

21,654 (1) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 | 2. | 3. Transaction Date | 3A. Deemed | 4. 5. TransactiorNumber | | 6. Date Exercisable and | | 7. Title and Amount of | | 8. Price of | |
|-------------|-------------|---------------------|-------------------------|-------------------------|-------|-------------------------|------------------|------------------------|-----------------------|-------------|---------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | | nber | Expiration Date | | Underlying Securities | | Derivative |
| Security | or Exercise | | any (Month/Day/Year) | Code | of | | (Month/Day/Year) | | (Instr. 3 and 4) | | Security (Instr. 5) |
| (Instr. 3) | Price of | | | (Instr. 8) | Der | ivativ | | | | | |
| | Derivative | | | | | urities | | | | | |
| | Security | | | | Acq | uired | | | | | |
| | | | | | (A) | or | | | | | |
| | | | | | Disp | posed | | | | | |
| | | | | | of (l | D) | | | | | |
| | | | | | (Ins | tr. 3, | | | | | |
| | | | | | 4, aı | nd 5) | | | | | |
| | | | | Code V | / (A) | (D) | Date | Expiration | Title | Amount | |
| | | | | | () | (-) | Exercisable | Date | | or | |
| | | | | | | | | | | Number | |
| | | | | | | | | | | of | |
| | | | | | | | | | | Shares | |
| | | | | | | | | | | | |
| Phantom | | | | | | | | | | | |
| Stock | \$ 0 (2) | 08/31/2005 | | A | 43 | | (3) | (3) | Common | 43 | \$ 0 |
| Units | | | | | | | | | | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PARKER JAMES J P. O. BOX 610

Vice President

MOSSVILLE, IL 61552-0610

Signatures

J. J. Parker; L.J. Huxtable, POA

09/01/2005

**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 13,478 shares in 401K, 2460 shares in SEIP and 38 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or other termination of service.

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.

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