## Edgar Filing: CATERPILLAR INC - Form 4

CATERPILLAI Form 4									
October 02, 200	1							PPROVAL	
	UNITEDS		RITIES A			COMMISSION	OMB Number:	3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5	STATEMI	ENT OF CHAI	SECUR	ITIES	<b>NERSHIP OF</b>	burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5		
obligations may continue <i>See</i> Instructio 1(b).	e. Section 17(a)		Jtility Hold	ling Com	pany Act c	of 1935 or Section	on		
(Print or Type Resp	oonses)								
1. Name and Addr GOODE DAV		Symbol	er Name <b>and</b>		-	5. Relationship of Reporting Person(s) to Issuer			
	(First) (Mi		RPILLAR	_	.1]	(Check all applicable)			
(Last) THREE COMM	(Month/	of Earliest Tra Day/Year) 2006	ansaction		XDirector10% Owner Officer (give titleOther (specify below)below)				
		endment, Dat onth/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>				
NORFOLK, V	A 23510-2191					Person	More than One Re	eporting	
(City)	(State) (Z	Zip) Tal	ole I - Non-D	erivative S	Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
	(Month/Day/Year) Execution Date, if TransactionAct any Code Dis		4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Common					(_)	32,473 <u>(1)</u>	D		
Reminder: Report of	on a separate line f	or each class of sec	urities benefi	cially own	ed directly or	indirectly.			
				informa require	ation conta d to respon	oond to the collec ined in this form nd unless the for ily valid OMB cor	are not m	EC 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

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	ities red sed 3, 4,	· · ·		(Instr. 3 and 4)		Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	09/29/2006		А		125		(3)	<u>(3)</u>	Common	125	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address				
	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	0/02/2006		
**Signature of Reporting Person		Date		
<b>Explanation of Resp</b>	onse	es:		

- \* 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 1282 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 September 2006 at a price of \$66.40 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.