Umpleby III Donald J Form 3 January 11, 2013

#### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

SECURITIES

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30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement CATERPILLAR INC [CAT] Umpleby III Donald J (Month/Day/Year) 01/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 100 N.E. ADAMS STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person PEORIA, ÂILÂ 61629 (give title below) (specify below) Form filed by More than One **Group President** Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 24,318 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	Derivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
					Price of	Derivative	(Instr. 5)
	*	Expiration Date	Title	Amount or Number of	Derivative	Security:	
					Security Direct (D)		
						or Indirect	

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				Shares		(I) (Instr. 5)	
Employee Stock Option	12/31/2004	06/08/2014	Common Stock	10,000	\$ 38.6275	D	Â
Employee Stock Option	02/18/2005	02/18/2015	Common Stock	8,400	\$ 45.6425	D	Â
Employee Stock Option	02/17/2009	02/17/2016	Common Stock	7,150	\$ 72.05	D	Â
Employee Stock Option	03/02/2010	03/02/2017	Common Stock	3,341	\$ 63.04	D	Â
Employee Stock Option	03/03/2011	03/03/2018	Common Stock	4,661	\$ 73.2	D	Â
Employee Stock Option	03/02/2012	03/02/2019	Common Stock	6,619	\$ 22.17	D	Â
Employee Stock Option	03/01/2013	03/01/2020	Common Stock	6,781	\$ 57.85	D	Â
Employee Stock Option	03/07/2014	03/07/2021	Common Stock	22,696	\$ 102.13	D	Â
Employee Stock Option	03/05/2015	03/05/2022	Common Stock	21,416	\$ 110.09	D	Â
Restricted Stock Units	(1)	(1)	Common Stock	2,500	\$ <u>(2)</u>	D	Â
Restricted Stock Units	03/01/2013	03/01/2013	Common Stock	490	\$ <u>(2)</u>	D	Â
Phantom Stock Units	(3)	(3)	Common Stock	4,839	\$ (4)	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationsnips					
	Director	10% Owner	Officer	Other		
Umpleby III Donald J 100 N.E. ADAMS STREET PEORIA, IL 61629	Â	Â	Group President	Â		

### **Signatures**

D. J. Umpleby III; S.R. Underwood, POA 01/11/2013

\*\*Signature of Reporting Person Date

Reporting Owners 2

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents restricted stock units (RSUs) awarded pursuant to the Caterpillar Inc. 2006 Long -Term Incentive Plan. Each RSU award vests in three annual installments beginning on the third anniversary of the inital grant date of May 1, 2012.
- (2) Each RSU represents the contingent right to receive one share of Caterpillar Inc. common stock.
- (3) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. 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.