

CATERPILLAR INC  
 Form 4  
 June 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Johnson Denise C

(Last) (First) (Middle)  
 100 N.E. ADAMS STREET  
 (Street)

PEORIA, IL 61629

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CATERPILLAR INC [CAT]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Group President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	01/29/2016(2)				A		41 (3)		(4)	(4)	Common Stock	41	\$ 62
Phantom Stock Units	(1)	02/29/2016(2)				A		37 (5)		(4)	(4)	Common Stock	37	\$ 67
Phantom Stock Units	(1)	03/04/2016(2)				A		2,152 (6)		(4)	(4)	Common Stock	2,152	\$ 72

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnson Denise C  
100 N.E. ADAMS STREET  
PEORIA, IL 61629

Group President

## Signatures

D.C. Johnson; G.  
Acker, POA

06/17/2016

\*\*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) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

(2) Inadvertently filed late due to an administrative error.

This total includes 39 shares that were credited to the reporting person's account under the Caterpillar Inc. Supplemental Deferred

(3) Compensation Plan (the "Plan") at a price per share of \$62.24 and 2 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.

(4) The phantom stock units were acquired under the Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.

(5) This total includes 35 shares that were credited to the reporting person's account under the Plan at a price per share of \$67.70 and 2 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.

(6)

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This total includes 1850 shares that were credited to the reporting person's account under the Plan at a price per share of \$72.84 and 302 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.

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