

CATERPILLAR INC

Form 4

March 05, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OWENS JAMES W**

(Last) (First) (Middle)

100 N.E. ADAMS STREET

(Street)

PEORIA, IL 61629-7230

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/02/2007**

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)

Chairman of the Board/CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common                                |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 156,395 <sup>(1)</sup>                                                                                             | D                                                                    |                                                                   |
| Common                                |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 117,006                                                                                                            | I                                                                    | Held in<br>revocable<br>trust                                     |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |                 |        |                         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------|-------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title  | Amount Number of Shares |
| Stock Appreciation Right                   | \$ 63.04                                               | 03/02/2007                           |                                                    | A                              |                                                                                         | 344,198                                                  |     | (2)                                                         | 03/02/2017      | Common | 344,198                 |
| Restricted Stock Units                     | (3)                                                    | 03/02/2007                           |                                                    | A                              |                                                                                         | 14,238                                                   |     | (2)                                                         | (2)             | Common | 14,238                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                           |       |
|-----------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                   | Other |
| OWENS JAMES W<br>100 N.E. ADAMS STREET<br>PEORIA, IL 61629-7230 | X             |           | Chairman of the Board/CEO |       |

## Signatures

James W. Owens; L.J. Huxtable,  
POA 03/05/2007

\_\_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 29,371 shares in 401K, 4,620 shares in SEIP and 1 share in dividend reinvestment.

(2) The restricted stock units and stock appreciation rights vest on March 2, 2010.

(3) Each restricted stock unit represents a contingent right to receive one share of Caterpillar 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.

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