CATERPILLAR INC

Form 4 July 20, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

(Print or Type Responses)

BUSSELL RODNEY L

1. Name and Address of Reporting Person *

			CATERPILLAR INC [CAT]						(Check)		
(Last) (First) (Middle) P. O. BOX 1430			3. Date of Earliest Transaction (Month/Day/Year) 07/18/2005						(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Vice President			
DECATUR	4. If Amendment, Date Original Filed(Month/Day/Year)					A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transac Code (Instr. 8	3)	4. Securition Dispose (Instr. 3, 4)	ed of (Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	07/18/2005			M		10,972	A	\$ 25.8281	30,082	D		
Common	07/18/2005			F		7,146	D	\$ 51.055	22,936	D		
Common	07/19/2005			M		13,330	A	\$ 27.8438	36,266	D		
Common	07/19/2005			F		9,499	D	\$ 52.84	26,767 (1) (4)	D		
Common									20,000 (3)	I	Owned by Wife (2)	

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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 required to respond unless the form displays a currently valid OMB control number.

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 (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. Transactio Code (Instr. 8)	Secu Acqu or Di (D)	rities hired (A) sposed of r. 3, 4,	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities 14)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (5)	\$ 25.8281	07/18/2005		M		10,972	<u>(6)</u>	06/10/2007	Common	10,972	
Employee Stock Option (5)	\$ 27.8438	07/19/2005		M		13,330	<u>(6)</u>	06/09/2008	Common	13,330	

Reporting Owners

Reporting Owner Name / Address		Relat	ionships	
		4000 0	C 201	

Director 10% Owner Officer Other

BUSSELL RODNEY L
P. O. BOX 1430
DECATUR, IL 62525-1819
Vice
President

Signatures

R. L. Bussell; L.J. 07/20/2005 Huxtable, POA

**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 3414 shares in EIP-1 and 152 shares in dividend reinvestment.
- (2) Reporting person disclaims beneficial ownership.
- (3) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 10,000 additional shares of common stock.

Reporting Owners 2

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- (4) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 7772 additional shares of common stock.
- (5) (Right to buy) with tandem tax withholding rights.
- (6) Exercisable in thirds 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

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.