GOODE DAVID R Form 4 February 03, 2003

FORM 4

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

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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

 Name and Ac Goode David F 	2. Issuer Caterpil		e and Tick nc. CAT	er or T	rading	Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) Three Comme	(First) (Mi	of Reporting Person,					atement for th/Day/Year 1/2003	10	X Director 10% Owner Officer (give title below) Other (specify below)				
				225	5-48-3819								
Norfolk, VA 23					Date	5. If Amendment, Date of Original (Month/Day/Year)		 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One 					
									Re	Reporting Person			
(City		Zip)								osed of, or Beneficially Owned			
1. Title of2. Trans-2A. DeemedSecurityactionExecution(Instr. 3)DateDate,			3. Trans- action Code (A) or Disposed of ((Instr. 8) (Instr. 3, 4 & 5)							ship Form:	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)			Price	rice Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) Ownership (Instr. 4) (Instr. 4)						
Common	01/31/2003								7856 (1)	D			

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned												
	(e.g., puts, calls, warrants, options, convertible securities)												
1. Title of 2. Conver- 3. 3A. 4. 5. 6. Date Exercisable 7. Title and 8. Price of 9. Nu										9. Number of			
	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative			

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securitie	¥ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	đ			Following	ative	
		2		8)	(A) or				Reported	Security:	
		Year)	Year)		Dispose	đ			Transaction(s)	Direct	

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					of (D) (Instr. 3, 4 & 5)							 (D) or Indirect (I) (Instr. 4)	
				Code V			Exer-cisable	Expira- tion Date		Amount or Number of Shares			
Phantom Stock Units	1 for 1	(2)	01/31/2003	A V	146		(2)	(2)	Common	146	(2)	D	

Explanation of Responses:

(1) Included in this amount are 306 shares in dividend reinvestment.

(2) The phantom stock units were accrued under the Caterpillar Inc. directors deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in January 2003 at a price between \$43.555 and \$45.06 per share.

By: /s/ David R. Goode L.J. Huxtable, Power of Attorney **Signature of Reporting Person <u>02/03/2003</u> Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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