BAHAJ ALI M Form 4

November 02, 2004

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

OMB APPROVAL

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

Check this box

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * **BAHAJ ALI M**

2. Issuer Name and Ticker or Trading Symbol

CATERPILLAR INC [CAT]

5. Relationship of Reporting Person(s) to Issuer

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2004

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below) below) Vice President

100 N.E. ADAMS STREET

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PEORIA, IL 61629-3305

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price Common

(Month/Day/Year)

16,935 (1) D

Common

Owned by 195 Ι Wife (2)

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

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SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e				(Instr. 5)
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	Title	of	
				Code V	(A) (D)				Shares	
				Couc ,	(11) (D)				Shares	
Phantom										
Stock	\$ 0 (3)	10/29/2004		A	26	(4)	(4)	Common	26	\$ 0
Units	Ŧ Ĭ	- 3, - 3, - 2, 0 0 .				_	_	2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		4 0
Omts										

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAHAJ ALI M

100 N.E. ADAMS STREET Vice President

PEORIA, IL 61629-3305

Signatures

Ali M. Bahaj; L.J. Huxtable,

POA 11/02/2004

**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 8997 shares in EIP-1 and 144 shares in SEIP.
- (2) Reporting person disclaims beneficial ownership.
- (3) Security converts to common stock on a one-for-one basis.
- (4) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or other termination of service.

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.

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