GALES THOMAS A

Form 5

January 03, 2005

FORM 5

OMB APPROVAL

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

Number: 3235-0362 Expires: January 31,

OMB

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

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and A		orting Person *	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
701 WATERFORD WAY, SUITE 200 (Street)			12/31/2004	_X_ Officer (give title Other (specify below)			
				Vice President			
			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)				
				(check applicable line)			

MIAMI, FLÂ 33126

(State)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State) (A	Table Table	e I - Non-Deri	vative Sec	uritie	s Acqui	red, Disposed o	f, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	l (A) od of (D) 4 and (A) or)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	12/13/2004	Â	G	200	D	\$0	17,628	D	Â
Common	12/16/2004	Â	G	200	D	\$0	17,428	D	Â
Common	12/20/2004	Â	G	200	D	\$0	17,228	D	Â
Common	12/23/2004	Â	G	1,600	D	\$0	15,628 (1)	D	Â
Common	12/23/2004	Â	G	1,600	A	\$0	12,548	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.

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SEC 2270 (9-02)

of D

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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exerc Expiration Day/ (Month/Day/	ate	7. Title Amount Underly Securities	t of ying	8. Price of Derivative Security (Instr. 5)	
	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3	3 and 4)		
				(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

GALES THOMAS A 701 WATERFORD WAY, SUITE 200 Â Â Â Vice President Â MIAMI, FLÂ 33126

Signatures

T. A. Gales; L. J. Huxtable, POA 01/03/2005

**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 5843 shares in 401K, 22 shares in SEIP and 1510 shares in dividend reinvestment.
- (2) Reporting person disclaims beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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