Edgar Filing: CATERPILLAR INC - Form 4

CATERPILLAR I	NC									
February 01, 2005										
FORM 4	UNITED ST	FATES SECUR Was				NGE (COMMISSION	-	PROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pursu	Washington, D.C. 20549 EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES pursuant to Section 16(a) of the Securities Exchange Act of 1934, 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 average rs per 0.5	
(Print or Type Respons	ses)									
1. Name and Address PARKER JAMES	Symbol	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (F P. O. BOX 610	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2005					Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
			f Amendment, Date Original ed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MOSSVILLE, IL	61552-0610						Form filed by M Person	Iore than One Re	eporting	
(City) (S	tate) (Z	Cip) Table	I - Non-De	rivative S	ecurit	ties Ac	quired, Disposed of	, or Beneficial	ly Owned	
	ansaction Date nth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and (A) or) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price		D		

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.

 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactie Code (Instr. 8)	 5. 6. Date Exercisable and tionNumber Expiration Date of (Month/Day/Year)) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(2)</u>	01/31/2005	А	25	(3)	(3)	Common	25	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PARKER JAMES J								
P. O. BOX 610	Vice President							
MOSSVILLE, IL 61552-0610								
Signatures								
J. J. Parker; L.J. Huxtable, POA	02	/01/2005						

<u>**</u>Signature of Reporting Person

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 6351 shares in 401K, 1219 shares in SEIP and 10 shares in dividend reinvestment.

Date

- (2) Security converts to common stock on a one-for-one basis.
- (3) 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.