### Edgar Filing: CATERPILLAR INC - Form 4

CATERPILI Form 4							
January 05,							PPROVAL
FORM	UNITED	STATES SI	ECURITIES A Washington	AND EXCHANGE , D.C. 20549	COMMISSION	OMB Number:	3235-0287
if no lon, subject to Section 2 Form 4 of Form 5 obligation may con	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						
(Print or Type	Responses)						
1. Name and A SCHWAB	Address of Reporting SUSAN C	Sy	2. Issuer Name <b>and</b> 7mbol ATERPILLAR	Ticker or Trading	5. Relationship of Issuer	Reporting Per	son(s) to
(Lost)	(Eirot)				(Checl	k all applicabl	e)
(Last) 100 N.E. A	(First) (1	(N	Date of Earliest Tr Ionth/Day/Year) 2/31/2015	ransaction	X Director Officer (give below)		% Owner her (specify
	(Street)		If Amendment, Day/Year	-	6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting P	erson
PEORIA, II	L 01029				Person		
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFBeneficially(IOwned(I	Ownership orm: Direct O) or Indirect ) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Rep	port on a separate line	e for each class	of securities benef	information cont required to respo	or indirectly. pond to the collect ained in this form a ond unless the form atly valid OMB cont	are not n	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

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	Derivative Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	12/31/2015	А		547 (2)		(3)	(3)	Common Stock	547	\$ 68.5

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
SCHWAB SUSAN C 100 N.E. ADAMS STREET PEORIA, IL 61629	Х			
Signatures				
Susan C. Schwab; G. Acker, POA	(	)1/05/2016		
**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) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (2) Phantom stock units awarded or acquired in lieu of director cash compensation.
- (3) The phantom stock units were acquired under the Caterpillar Inc. Director's Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Includes adjustments for dividends accrued.

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.