## Edgar Filing: Johnson Denise C - Form 4

Johnson De Form 4										
May 29, 20	<b>A</b> 4 UNITED	STATES					E COMMISSIO		PPROVAL 3235-0287	
Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNED SECURITIESForm 4 or Form 5 obligations 								Estimated burden hou response	urs per	
(Print or Type 1. Name and Johnson De	Address of Reporting		Symbol	er Name <b>an</b> o RPILLAR		-	5. Relationship o Issuer	of Reporting Per eck all applicabl		
(Mon			(Month/I	$\mathcal{H} \subset \mathcal{H} \subset \mathcal{H} \subset \mathcal{H}$			Director X Officer (gi below)	Director 10% Owner X Officer (give title Other (specify		
				Month/Day/Year) Applicable Line) _X_ Form filed by O			One Reporting P	vint/Group Filing(Check One Reporting Person fore than One Reporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		or (D) Pric				
Reminder: Re	port on a separate line	e for each cla	ss of sect	urities bene	Perso	ons who re	v or indirectly. espond to the collentation the collentation of the collenta		SEC 1474 (9-02)	

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	05/25/2018	А	40 (2)	(3)	(3)	Common Stock	40	\$ 155.85

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Johnson Denise C 510 LAKE COOK ROAD, SUITE 100 DEERFIELD, IL 60015			Group President			
Signatures						
By: /s/ Barbara Thomas, POA for Denise Johnson	C. 05/29/2018					
**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 equivalent to one share of Caterpillar Inc. common stock.

This total includes 32 shares that were credited to the reporting person's account under the Supplemental Deferred Compensation Plan(2) (the "Plan") at a price per share of \$155.85 and 8 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.

(3) The phantom stock units were acquired under the Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from 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.