

CATERPILLAR INC  
Form 424B2  
May 26, 2011

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Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-162837

## CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Floating Rate Senior Notes due 2012	\$ 500,000,000	100.000%	\$ 500,000,000	\$ 58,050
Floating Rate Senior Notes due 2013	\$ 750,000,000	100.000%	\$ 750,000,000	\$ 87,075
1.375% Senior Notes due 2014	\$ 750,000,000	99.924%	\$ 749,430,000	\$ 87,009
3.900% Senior Notes due 2021	\$ 1,250,000,000	99.533%	\$ 1,244,162,500	\$ 144,448
5.200% Senior Notes due 2041	\$ 1,250,000,000	99.789%	\$ 1,247,362,500	\$ 144,819

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. The total registration fee is \$521,401.

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**PROSPECTUS SUPPLEMENT  
(To Prospectus Dated November 3, 2009)**

***\$4,500,000,000***

***\$500,000,000 Floating Rate Senior Notes due 2012***

***\$750,000,000 Floating Rate Senior Notes due 2013***

***\$750,000,000 1.375% Senior Notes due 2014***

***\$1,250,000,000 3.900% Senior Notes due 2021***

***\$1,250,000,000 5.200% Senior Notes due 2041***

We are offering \$500,000,000 aggregate principal amount of our Floating Rate Senior Notes due 2012 (the "2012 Notes"), \$750,000,000 aggregate principal amount of our Floating Rate Senior Notes due 2013 (the "2013 Notes"), \$750,000,000 aggregate principal amount of our 1.375% Senior Notes due 2014 (the "2014 Notes"), \$1,250,000,000 aggregate principal amount of our 3.900% Senior Notes due 2021 (the "2021 Notes") and \$1,250,000,000 aggregate principal amount of our 5.200% Senior Notes due 2041 (the "2041 Notes" and, together with the 2012 Notes, the 2013 Notes, the 2014 Notes and the 2021 Notes, the "Notes"). We refer to the 2012 Notes and the 2013 Notes as the "Floating Rate Notes." We refer to the 2014 Notes, 2021 Notes and 2041 Notes as the "Fixed Rate Notes." Interest on the Fixed Rate Notes is payable semi-annually on May 27 and November 27 of each year, beginning on November 27, 2011. Interest on the Floating Rate Notes is payable quarterly in arrears on February 21, May 21, August 21 and November 21 of each year, beginning on August 21, 2011. The 2012 Notes will mature on November 21, 2012, the 2013 Notes will mature on May 21, 2013, the 2014 Notes will mature on May 27, 2014, the 2021 Notes will mature on May 27, 2021 and the 2041 Notes will mature on May 27, 2041. We may redeem the Fixed Rate Notes of any series at our option, at any time in whole or from time to time in part, at a redemption price equal to the "make-whole" redemption price discussed under the caption "Description of the Notes Optional redemption." We will not have the right to redeem the Floating Rate Notes except as described below.

The Notes are being offered to finance in part our pending merger with Bucyrus International, Inc. ("Bucyrus"). If we do not consummate the merger with Bucyrus on or prior to June 30, 2012, or if the Merger Agreement (as defined below) is terminated at any time prior to that date, we will be required to redeem all of the Notes offered hereby at a redemption price equal to 101% of the aggregate principal amount of the Notes, plus accrued and unpaid interest from the date of initial issuance, or the most recent date to which interest has been paid or provided for, as the case may be, to but excluding the special mandatory redemption date. See "Use of proceeds" and "Description of the Notes Special mandatory redemption."

The Notes will be unsecured and will rank senior to all our existing and future subordinated debt and will rank equally in right of payment with our existing and future unsecured senior debt. The Notes will be effectively subordinated to any secured debt we may have or incur in the future. The Notes will be structurally subordinated to the debt and all other obligations of our subsidiaries.

**Investing in the Notes involves risks. See "Risk factors" beginning on page S-10 of this prospectus supplement.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>Public offering price(1)</b>	<b>Underwriting discount</b>	<b>Proceeds to us (before expenses)</b>
Per 2012 Note	100.000%	0.125%	99.875%
Total	\$500,000,000	\$625,000	\$499,375,000
Per 2013 Note	100,000%	0.150%	99.850%
Total	\$750,000,000	\$1,125,000	\$748,875,000
Per 2014 Note	99.924%	0.150%	99.774%
Total	\$749,430,000	\$1,125,000	\$748,305,000
Per 2021 Note	99.533%	0.450%	99.083%
Total	\$1,244,162,500	\$5,625,000	\$1,238,537,500
Per 2041 Note	99.789%	0.875%	98.914%
Total	\$1,247,362,500	\$10,937,500	\$1,236,425,000

(1) Plus accrued interest, if any, from May 27, 2011.

**The Notes will not be listed on any securities exchange. Currently, there is no public market for the Notes.**

The underwriters expect to deliver the Notes for purchase on or about May 27, 2011, in book-entry form through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V.

*Joint Book-Running Managers*

**J.P. Morgan**

**Barclays Capital**

**RBS**

**BofA Merrill Lynch**

**Citi**

**SOCIETE GENERALE**

Dated: May 24, 2011.

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