

HELLER JOHN S  
Form 4  
February 06, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 Address of Reporting Person \*  
HELLER JOHN S

(Last) (First) (Middle)

100 N.E. ADAMS STREET

(Street)

PEORIA, IL 61629-6415

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction (Month/Day/Year)  
02/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common                          | 02/03/2006                           |  | M                              |   | 13,068  | A  | \$ 25.3575  |
| Common                          | 02/03/2006                           |  | S                              |   | 13,068  | D  | \$ 68.1757  |
| Common                          | 02/03/2006                           |  | M                              |   | 3,208   | A  | \$ 31.1719  |
| Common                          | 02/03/2006                           |  | M                              |   | 3,702   | A  | \$ 19.2032  |
|                                 |                                      |  |                                |   |   |  | 25,210 <sup>(1)</sup>                                 |

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.

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(9-02)

**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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Option <sup>(2)</sup>       | \$ 25.3575   | 02/03/2006                           |  | M                              | 13,068  | <sup>(3)</sup> 06/11/2012                                | 06/11/2012  | Common | 13,068                     |
| Employee Stock Option <sup>(2)</sup>       | \$ 31.1719   | 02/03/2006                           |  | M                              | 3,208   | <sup>(3)</sup> 06/08/2009                                | 06/08/2009  | Common | 3,208                      |
| Employee Stock Option <sup>(2)</sup>       | \$ 19.2032   | 02/03/2006                           |  | M                              | 3,702   | <sup>(3)</sup> 06/12/2010                                | 06/12/2010  | Common | 3,702                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| HELLER JOHN S<br>100 N.E. ADAMS STREET<br>PEORIA, IL 61629-6415 |               |           | Vice President |       |

## Signatures

John S. Heller; L.J.  
Huxtable, POA

02/06/2006

<sup>\_\_</sup>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 8249 shares in 401K.

(2) (Right to buy) with tandem tax withholding rights.

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(3) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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