RAPP EDWARD J

Form 4

August 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Per RAPP EDWARD J	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Mid	lle) 3. Date of Earliest Transaction				
100 N.E. ADAMS STREET	(Month/Day/Year) 07/30/2012	Director 10% Owner _X_ Officer (give title Other (specify below) CFO & Group President			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PEORIA, IL 61629	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securities A pror Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 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)		
Common	07/30/2012		M	13,500 A	\$ 27.1425	63,232 (1)	D			
Common	07/30/2012		S	13,500 D	\$ 85.776	49,732 (1)	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	orDerivati Securitie Acquired Disposed	r		ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Phantom Stock Units	<u>(2)</u>	07/30/2012		A	5,585		(3)	(3)	Common	5,58
Employee Stock Option	\$ 27.1425	07/30/2012		M		13,500	<u>(4)</u>	06/10/2013	Common	13,50

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAPP EDWARD J

100 N.E. ADAMS STREET CFO & Group President

PEORIA, IL 61629

Signatures

E. J. Rapp; S.R. Underwood, POA 08/01/2012

**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 2306 shares in 401(k).
- (2) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (3) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Exercisable in thirds beginning 1 year after the initial grant date. (1/3 after one year; 1/3 after two years; 1/3 after three years).

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.

Reporting Owners 2