

Johnson Denise C
Form 4
October 03, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Denise C

(Last) (First) (Middle)

510 LAKE COOK ROAD, SUITE
100

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Group President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	10/01/2018		M	15,944 A	\$ 83 22,826	D	
Common Stock	10/01/2018		S ⁽¹⁾	14,444 D	\$ 153.25 8,382 (2)	D	
Common Stock	10/01/2018		S ⁽¹⁾	1,500 D	\$ 152.69 6,882 (3)	D	
Common Stock	10/02/2018		M	4,330 A	\$ 110.09 11,212	D	
	10/02/2018		S ⁽¹⁾	4,330 D	\$ 155 6,882	D	

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Common Stock									
Common Stock	10/02/2018		M	14,777	A	\$ 74.77	21,659	D	
Common Stock	10/02/2018		S ⁽¹⁾	14,777	D	\$ 155	6,882	D	
Common Stock							3,744 ⁽⁴⁾	I	Held by 401(k) Plan
Common Stock							936 ⁽⁵⁾	I	Held by Jerry Johnson Trust

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

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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	\$ 83	10/01/2018		M		15,944		<u>(6)</u>	03/02/2025	Common Stock	15,944
Employee Stock Option	\$ 110.09	10/02/2018		M		4,330		03/05/2015	03/05/2022	Common Stock	4,330
Employee Stock Options	\$ 74.77	10/02/2018		M		14,777		<u>(6)</u>	03/07/2026	Common Stock	14,777

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 C.
Johnson

10/03/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 29, 2018.

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$152.77 to \$153.75, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$152.65 to \$152.74, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

(4) The information in this report is based on a 401(k) report dated as of 09/30/2018.

(5) Includes adjustments for dividends accrued.

(6) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan and vest equally in 1/3 increments beginning on the first anniversary of the grant date.

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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