

CATERPILLAR INC
Form 10-K/A
May 31, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934** For the transition period from

_____ to _____.

Commission File No. 1-768

CATERPILLAR INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

37-0602744
(IRS Employer I.D. No.)

100 NE Adams Street, Peoria, Illinois
(Address of principal executive offices)

61629
(Zip Code)

Registrant's telephone number, including area code: (309) 675-1000

Explanatory Note: This amended Annual Report on Form 10-K discloses revised information about the business segments of Caterpillar Inc. to reflect segment reporting methodology and organizational changes made January 1, 2006 and reflected in the first quarter 2006 segment note to the financial statements. No individual segment was materially impacted as a result of the changes and prior period amounts have been revised to conform to the current period presentation.

In addition, the Company reached an agreement to acquire Progress Rail Services, Inc. in May 2006. See Note 28 to the financial statements for additional information.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

**Name of each exchange
on which registered**

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| | |
|---|---|
| Common Stock (\$1.00 par value) | Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc. |
| Preferred Stock Purchase Rights | Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc. |
| 9% Debentures due April 15, 2006 | New York Stock Exchange |
| 9 3/8% Debentures due August 15, 2011 | New York Stock Exchange |
| 9 3/8% Debentures due March 15, 2021 | New York Stock Exchange |
| 8% Debentures due February 15, 2023 | New York Stock Exchange |
| 5.3% Debentures due September 15, 2035 | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.
(Check one): Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of December 31, 2005, there were 670,867,219 shares of common stock of the Registrant outstanding, and the aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming only for purposes of this computation that directors and officers may be affiliates) was \$ 37,970,065,775.

Documents Incorporated by Reference

None

PART IV

Item 15. Exhibits and Financial Statement Schedules.

| (b) | Exhibits: |
|------|---|
| 13 | General and Financial Information for 2005 containing the information required by SEC Rule 14a-3 for an annual report to security holders. |
| 23 | Consent of Independent Registered Public Accounting Firm. |
| 31.1 | Certification of James W. Owens, Chairman and Chief Executive Officer of Caterpillar Inc., as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of David B. Burritt, Chief Financial Officer of Caterpillar Inc., as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification of James W. Owens, Chairman and Chief Executive Officer of Caterpillar Inc. and David B. Burritt, Chief Financial Officer of Caterpillar Inc., as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

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**Form 10-K/A
SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CATERPILLAR INC.
(Registrant)

May 31, 2006

By:

/s/James B. Buda

James B. Buda, *Secretary*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the company and in the capacities and on the dates indicated.

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| | | |
|--------------|---------------------------------|--|
| May 31, 2006 | <u>/s/James W. Owens</u> | Chairman of the Board, Director and Chief Executive Officer |
| May 31, 2006 | <u>/s/Stuart L. Levenick</u> | Group President |
| May 31, 2006 | <u>/s/Douglas R. Oberhelman</u> | Group President |
| May 31, 2006 | <u>/s/Gerald L. Shaheen</u> | Group President |
| May 31, 2006 | <u>/s/Gerard R. Vittecoq</u> | Group President |
| May 31, 2006 | <u>/s/Steven H. Wunning</u> | Group President |
| May 31, 2006 | <u>/s/David B. Burritt</u> | Vice President and Chief Financial Officer |
| May 31, 2006 | <u>/s/Bradley M. Halverson</u> | Controller and Chief Accounting Officer |

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| | | |
|--------------|----------------------------|----------|
| May 31, 2006 | <u>/s/ W. Frank Blount</u> | Director |
| May 31, 2006 | <u>/s/ John R. Brazil</u> | Director |
| May 31, 2006 | <u>/s/ John T. Dillon</u> | Director |
| May 31, 2006 | <u>/s/ Eugene V. Fife</u> | Director |
| May 31, 2006 | <u>/s/ Gail D. Fosler</u> | Director |

May 31, 2006 /s/ Juan Gallardo Director

May 31, 2006 /s/ David R. Goode Director

May 31, 2006 /s/ Peter A. Magowan Director

May 31, 2006 /s/ William A. Osborn Director

May 31, 2006 /s/ Gordon R. Parker Director

May 31, 2006 /s/ Charles D. Powell Director

May 31, 2006 /s/ Edward B. Rust, Jr. Director

May 31, 2006 /s/ Joshua I. Smith Director