

CATERPILLAR INC  
Form 424B3  
September 20, 2006

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-135123

**Caterpillar Inc.**

Common Stock

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This is a supplement to the prospectus, dated June 19, 2006, relating to the resale by certain selling stockholders of up to 5,341,902 shares of common stock of Caterpillar Inc. and should be read together with that prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol CAT. The last reported sale price of our common stock on August 31, 2006 was \$66.35 per share.

As used in this prospectus supplement and the prospectus, the terms we, us, and our refer to Caterpillar Inc.

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**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

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Prospectus Supplement dated September 1, 2006.

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**SELLING STOCKHOLDERS**

The information in the table appearing under the heading "Selling Stockholders" beginning on page 2 of the prospectus is amended by adding the information below with respect to the selling stockholders named below. Each of the selling stockholders acquired their shares in a private transaction with Richard M. and Elizabeth S. Cashin.

| <b>Name</b>                                | <b>Number of Shares Owned</b> | <b>Number of Shares Offered Hereby</b> |
|--|-------------------------------|--|
| Trustees of Phillips Academy               | 6,900                         | 6,900                                  |
| The Buckley School in the City of New York | 13,800                        | 13,800                                 |
| Poly Prep Country Day School               | 1,380                         | 1,380                                  |
| Trustees of Deerfield Academy              | 11,384                        | 11,384                                 |
| President and Fellows of Harvard College   | 31,048                        | 31,048                                 |
| Community Rowing Inc.                      | 37,947                        | 37,947                                 |
| Prep for Prep                              | 17,248                        | 17,248                                 |
| Greens Farm Academy                        | 3,450                         | 3,450                                  |
| American University in Cairo               | 6,900                         | 6,900                                  |
| Community Funds Inc.                       | 58,319                        | 58,319                                 |
| Richard M. and Elizabeth S. Cashin         | 7,741                         | 7,741                                  |