## Edgar Filing: RAPP EDWARD J - Form 4

Form 4			
March 07, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MUNITED STAT	OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type Responses)			
1. Name and Address of Reporting Person <u>*</u> RAPP EDWARD J	2. Issuer Name <b>and</b> Ticker or Trading Symbol CATERPILLAR INC [CAT]	Issuer	Reporting Person(s) to
(Last) (First) (Middle) 100 N.E. ADAMS STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2012	Director X Officer (give t below)	all applicable) 
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by Or	
PEORIA, IL 61629		Person	ore than One Reporting
(City) (State) (Zip)	Table I - Non-Derivative Securities Act	quired, Disposed of,	or Beneficially Owned
(Instr. 3) any	Deemed 3. 4. Securities ation Date, if TransactionAcquired (A) or Code Disposed of (D) th/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)	SecuritiesFBeneficially(I)OwnedInFollowing(I)Reported(I)	Ownership7. Nature ofForm: DirectIndirectD) orBeneficialndirect (I)OwnershipInstr. 4)(Instr. 4)
Common	or Code V Amount (D) Price	Transaction(s) (Instr. 3 and 4) 45,134 (1) (2)	)

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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Phantom Stock Units	<u>(3)</u>					(4)	<u>(4)</u>	Common	0
Employee Stock Option (right to buy)	\$ 110.09	03/05/2012		А	60,515	03/05/2015	03/05/2022	Common	60,515

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
reporting officer tunio ( read of	Director	10% Owner	Officer	Other	
RAPP EDWARD J 100 N.E. ADAMS STREET PEORIA, IL 61629			CFO & Group President		
Signatures					
E I Domme I I					

Date

E. J. Rapp; L.J. Huxtable, POA 03/07/2012

\*\*Signature of Reporting Person

## **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 2283 shares in 401(k).
- (2) Includes 11,672 shares previously owned indirectly through Caterpillar's 401(k) plan.
- (3) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (4) 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.

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.