

Long Suzette M
Form 4
August 07, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Long Suzette M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 NE ADAMS STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2017

____ Director
 Officer (give title below) _____ 10% Owner
 Other (specify below)
Int. Executive Vice President / Corporate Secretary

PEORIA, IL 61629

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	08/04/2017		M		3,025	A	\$ 110.09	18,188	D	
Common Stock	08/04/2017		S		2,838	D	\$ 114.3 (1)	15,350	D	
Common Stock	08/04/2017		M		4,052	A	\$ 89.75	19,402	D	
Common Stock	08/04/2017		S		3,497	D	\$ 114.3 (1)	15,905	D	
Common Stock	08/04/2017		M		1,756	A	\$ 96.31	17,661	D	

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Common Stock	08/04/2017	S	1,585	D	\$ 114.3 (1)	16,076	D	
Common Stock	08/04/2017	M	4,438	A	\$ 83	20,514	D	
Common Stock	08/04/2017	S	3,650	D	\$ 114.3 (1)	16,864	D	
Common Stock	08/04/2017	M	2,961	A	\$ 74.77	19,825	D	
Common Stock	08/04/2017	S	2,289	D	\$ 114.3 (1)	17,536	D	
Common Stock						444 (2)	I	Held by 401(k) Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 110.09	08/04/2017		M	3,025	03/05/2015	03/05/2022	Common Stock	3,025
Employee Stock Option	\$ 89.75	08/04/2017		M	4,052	03/04/2016	03/04/2023	Common Stock	4,052
Employee Stock Option	\$ 96.31	08/04/2017		M	1,756	03/03/2017	03/03/2024	Common Stock	1,756
Employee Stock	\$ 83	08/04/2017		M	4,438	(3)	03/02/2025	Common Stock	4,438

Option

Employee

Stock	\$ 74.77	08/04/2017		M	2,961	<u>(3)</u>	03/07/2026	Common Stock	2,961
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Option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Long Suzette M 100 NE ADAMS STREET PEORIA, IL 61629			Int. Executive Vice President	Corporate Secretary

Signatures

Suzette M. Long; G. Acker, POA	08/07/2017
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__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).

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at

(1) prices ranging from \$114.09 to \$114.58, inclusive. The reporting person undertakes to provide Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, full information.

(2) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2017.

(3) The stock options 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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