

BAHAJ ALI M
Form 4
July 29, 2005

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 *
BAHAJ ALI M

(Last) (First) (Middle)
100 N.E. ADAMS STREET
(Street)

PEORIA, IL 61629-3305

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2005

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 below) ___ Other (specify below)
Vice 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)		
				Code	V	Amount				(A) or (D)	Price
Common	07/28/2005		M			8,732	A	\$ 25.8281	47,732	D	
Common	07/28/2005		M			9,010	A	\$ 27.8438	56,742	D	
Common	07/28/2005		M			9,392	A	\$ 31.1719	66,134	D	
Common	07/28/2005		M			8,698	A	\$ 19.2032	74,832	D	
Common	07/28/2005		M			5,202	A	\$ 19.2032	80,034	D	

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Common	07/28/2005		M	3,590	A	\$ 27.8438	83,624	D	
Common	07/28/2005		M	3,208	A	\$ 31.1719	86,832	D	
Common	07/28/2005		S	35,832	D	\$ 54	51,000	D	
Common	07/28/2005		S	2,322	D	\$ 54.01	48,678 ⁽¹⁾ ⁽³⁾	D	
Common							390 ⁽⁴⁾	I	Owned by Wife <u>(2)</u>

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)	8. Amount or Number of Shares
Employee Stock Option ⁽⁵⁾	\$ 25.8281	07/28/2005		M	8,732	⁽⁶⁾ 06/10/2007	Common	8,732
Employee Stock Option ⁽⁵⁾	\$ 27.8438	07/28/2005		M	9,010	⁽⁶⁾ 06/09/2008	Common	9,010
Employee Stock Option ⁽⁵⁾	\$ 31.1719	07/28/2005		M	9,392	⁽⁶⁾ 06/08/2009	Common	9,392
Employee Stock Option ⁽⁵⁾	\$ 19.2032	07/28/2005		M	8,698	⁽⁶⁾ 06/12/2010	Common	8,698
Employee Stock Option ⁽⁵⁾	\$ 19.2032	07/28/2005		M	5,202	⁽⁶⁾ 06/12/2010	Common	5,202

Employee									
Stock	\$ 27.8438	07/28/2005	M	3,590	(6)	06/09/2008	Common	3,590	
Option (5)									
Employee									
Stock	\$ 31.1719	07/28/2005	M	3,208	(6)	06/08/2009	Common	3,208	
Option (5)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAHAJ ALI M 100 N.E. ADAMS STREET PEORIA, IL 61629-3305			Vice President	

Signatures

Ali M. Bahaj; L.J. Huxtable,
POA
Date: 07/29/2005

__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) This amount includes 18,850 shares in EIP-1, 546 shares in SEIP and 308 shares in dividend reinvestment.
- (2) Reporting person disclaims beneficial ownership.
- (3) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 9648 additional shares of common stock.
- (4) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 195 additional shares of common stock.
- (5) (Right to buy) with tandem tax withholding rights.
- (6) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

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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