

CATERPILLAR INC
Form 8-A12B
September 27, 2005

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20519

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

AND

LISTING OF SUCH SECURITIES ON THE
NEW YORK STOCK EXCHANGE, INC.

CATERPILLAR INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State of Incorporation)

37-0602744

(I.R.S. employer identification no.)

100 NE Adams Street, Peoria, IL

(Address of principal offices)

61629

(Zip Code)

**Securities to be registered pursuant to Section 12(b)
Of the Securities Exchange Act of 1934 (the "Act")**

| Title of each class to be so registered | Name of exchange on which each class to be registered |
|---|--|
| \$307,320,000 Principal Amount of 5.30% Debentures due September 15, 2035 | New York Stock Exchange |

This form relates to the registration of a class of "debt securities", as defined in Rule 3a12-11(c) under the Act, pursuant to Section 12(b) of the Act and is effective pursuant to General Instruction A.(c). The issuer of these securities is subject to and in compliance with the reporting requirements under Section 12 or Section 15(d) of the Act.

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The offer and sale of these securities were registered with the Commission under the Securities Act of 1933.

Securities Act registration statement file number to which this form relates (for any registration statement that the issuer is filing concurrently with this form): NA.

All requisite approvals and authorizations have been received, and required supporting documents relating to this transaction have been filed with the New York Stock Exchange. Pursuant to the requirements of Section 12 of the Act, the registrant has duly caused the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

In connection with the issuance of these securities, the issuer has prepared an opinion of counsel covering: the valid existence of the issuer; the due authorization of the debt securities subject to this application (the "Debt Securities"); the validity of the Debt Securities; the qualification of the indenture under the Trust Indenture Act of 1939, if applicable, and, the effectiveness of the securities under the Securities Act of 1933.

Registrant: Caterpillar Inc.

Date: September 27,
2005

By: /s/ James B. Buda

James B. Buda
Vice President and
Secretary

Listing Application to
New York Stock Exchange, Inc.

(149123- BL4)
1st 6 digits of Cusip# -

The New York Stock Exchange, Inc. hereby authorizes the above referenced debt securities of **CATERPILLAR INC.** and certifies to the Securities Exchange Commission its approval for the listing and registration of such securities under the Act:

By:

Janice O'Neill
Vice President

Corporate
Compliance