**BUDA JAMES B** Form 4 December 01, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BUDA JAMES B** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

CATERPILLAR INC [CAT]

Director

10% Owner

100 N.E. ADAMS STREET

(Month/Day/Year) 11/30/2010

below)

X\_ Officer (give title Other (specify below) VP & Chief Legal Officer

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PEORIA, IL 61629-7310

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4) Reported

Beneficial Indirect (I) Ownership (Instr. 4)

Indirect

(A)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

40,857 (1) D

Common

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: BUDA JAMES B - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and		7. Title and Amount of		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Year)		(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve .				(Instr. 5)
	Derivative				Securitie	S				
	Security				Acquired	l				
					(A) or					
					Disposed	l				
					of (D)					
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D	) Date	Expiration	Title	Amount	
					(11) (2)	Exercisable	Date	11010	or	
						2.1010104010	2		Number	
									of	
									Shares	
Phantom										
Stock	(2)	11/30/2010		A	63	(3)	(3)	Common	63	\$ 0
Units						_	_			
Cints										

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUDA JAMES B 100 N.E. ADAMS STREET PEORIA, IL 61629-7310

VP & Chief Legal Officer

# **Signatures**

J. B. Buda; L.J. Huxtable,

POA 12/01/2010

\*\*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 16,207 shares in 401K and 4068 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled 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.

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