## Edgar Filing: MAGOWAN PETER A - Form 4

MAGOWAN Form 4	PETER A									
March 07, 20	12									
FORM	Δ								PPROVAL	
<b>CURIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940						ge Act of 1934, of 1935 or Sectio	Expires: January 31, 2005 Estimated average burden hours per response 0.5 n			
1(b).										
(Print or Type R	esponses)									
1. Name and Ad MAGOWAN	ddress of Reporting Po N PETER A	Symbol	er Name and '			g	5. Relationship of Issuer			
(Last)	(First) (Mi	iddle) 3. Date o	3. Date of Earliest Transaction				(Check all applicable)			
			(				X_ Director Officer (give below)	e title 10% Owner Other (specify below)		
			endment, Date Original onth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PEORIA, IL	61629						Form filed by M Person	More than One Ro	eporting	
(City)	(State) (Z	Zip) Tab	le I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	03/05/2012		A <u>(4)</u>	909	А	\$0	308,481 <u>(1)</u>	D		
Reminder: Repo	ort on a separate line f	or each class of sec	urities benefic	cially owne	ed dire	ectly or	indirectly.			
				informa require	ation d to i s a c	conta respoi	oond to the collect ined in this form nd unless the for ly valid OMB cor	are not m	EC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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 Date	Underlying Securities	Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)	Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)				(3)	(3)	Common	0	

## **Reporting Owners**

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
MAGOWAN PETER A 100 N.E. ADAMS STREET PEORIA, IL 61629	Х					
Signatures						
Peter A. Magowan; L.J. Huxtable, POA	03/07/2012					
<u>**</u> Signature of Reporting Person		Date				
Explanation of Responses:						

## 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 164 shares in dividend reinvestment.
- (2) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (3) The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement.
- (4) Restricted stock awarded pursuant to Caterpillar Inc. 2006 Long-Term Incentive Plan.

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.