POWELL CHARLES D

Form 4 April 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * POWELL CHARLES D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

CATERPILLAR INC [CAT]

(Check all applicable)

100 N.E. ADAMS STREET

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

Officer (give title below)

X_ Director

10% Owner Other (specify

04/10/2012

4. If Amendment, Date Original

(Instr. 8)

F

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

Security

(Instr. 3)

Common

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership

Indirect (I)

D

D

Following (Instr. 4)

Reported Transaction(s)

(A)

Code V Amount (D) Price (Instr. 3 and 4)

M 04/10/2012

(Month/Day/Year)

\$ 29.43 8,000 A

 $24,505 \frac{(1)}{2}$

Common 04/10/2012

21,544 (1) 2,961 D

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

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SEC 1474 (9-02)

(Instr. 4)

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

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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. Transacti Code (Instr. 8)	5. Number owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date ities (Month/Day/Year) ired resed of . 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (2)	\$ 29.43	04/10/2012		M	8,000	(3)	04/10/2012	Common	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
POWELL CHARLES D 100 N.E. ADAMS STREET PEORIA, IL 61629	X					

Signatures

Charles D. Powell; L.J. Huxtable, POA

04/10/2012

Date

**Signature of Reporting Person

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) Included in this amount are 870 shares in dividend reinvestment.
- (2) Right to buy with tandem tax withholding rights.
- (3) Exercisable in thirds beginning 1 year after the initial grant date. (1/3 after one year; 1/3 after two years; 1/3 after three years).

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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