

MAGOWAN PETER A
Form 4
August 05, 2009

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 *
MAGOWAN PETER A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 PINE STREET, SUITE 2700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN FRANCISCO, CA 94111

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common | 08/04/2009 | | M | 8,000 | A \$ 21.875 | 297,666 | D |
| Common | 08/04/2009 | | F | 3,748 | D \$ 46.68 | 293,918 | D |
| Common | 08/04/2009 | | M | 8,000 | A \$ 22.755 | 301,918 | D |
| Common | 08/04/2009 | | F | 3,899 | D \$ 46.68 | 298,019 | D |
| Common | 08/04/2009 | | M | 8,000 | A \$ 29.4325 | 306,019 | D |
| Common | 08/04/2009 | | F | 5,044 | D \$ 46.68 | 300,975 | D |
| Common | 08/04/2009 | | M | 8,000 | A \$ 26.03 | 308,975 | D |
| Common | 08/04/2009 | | F | 4,461 | D \$ 46.68 | 304,514 ⁽¹⁾ | D |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units | (2) | | | | | (3) (3) | Common | 0 |
| Employee Stock Option (4) | \$ 21.875 | 08/04/2009 | | M | 8,000 | (5) 04/12/2010 | Common | 8,000 |
| Employee Stock Option (4) | \$ 22.755 | 08/04/2009 | | M | 8,000 | (5) 04/11/2011 | Common | 8,000 |
| Employee Stock Option (4) | \$ 29.4325 | 08/04/2009 | | M | 8,000 | (5) 04/10/2012 | Common | 8,000 |
| Employee Stock Option (4) | \$ 26.03 | 08/04/2009 | | M | 8,000 | (5) 04/09/2013 | Common | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAGOWAN PETER A 100 PINE STREET, SUITE 2700 SAN FRANCISCO, CA 94111 | | X | | |

Signatures

Peter A. Magowan; L. J. Huxtable,
POA

08/05/2009

__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 4417 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (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. The stock was acquired in July 2009 at a price of \$43.735 per share.
- (4) (Right to buy) with tandem tax withholding rights.
- (5) 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. 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.