

Williams Robert T
Form 3
December 02, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Williams Robert T | | (Month/Day/Year) | CATERPILLAR INC [CAT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 901 W. WASHINGTON, | | 12/01/2004 | (Check all applicable) | |
| CV4110 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| EAST PEORIA,Â ILÂ 61630 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Vice President | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common | 17,275 ⁽¹⁾ | D | Â |
| Common | 200 | I | Owned by Son ⁽³⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------|----------------------------|---------------------|---|---|
| Option (ISO) ⁽²⁾ | 06/06/1995 ⁽⁴⁾ | 06/06/2005 | Common | 3,316 | \$ 30.1562 | D | Â |
| Option (NQ) ⁽²⁾ | 06/06/1995 ⁽⁴⁾ | 06/06/2005 | Common | 2,984 | \$ 30.1562 | D | Â |
| Option (ISO) ⁽²⁾ | 06/11/1996 ⁽⁴⁾ | 06/11/2006 | Common | 3,038 | \$ 32.9062 | D | Â |
| Option (NQ) ⁽²⁾ | 06/11/1996 ⁽⁴⁾ | 06/11/2006 | Common | 3,262 | \$ 32.9062 | D | Â |
| Option (ISO) ⁽²⁾ | 06/10/1997 ⁽⁴⁾ | 06/10/2007 | Common | 1,934 | \$ 51.6562 | D | Â |
| Option (NQ) ⁽²⁾ | 06/10/1997 ⁽⁴⁾ | 06/10/2007 | Common | 4,366 | \$ 51.6562 | D | Â |
| Option (ISO) ⁽²⁾ | 06/09/1998 ⁽⁴⁾ | 06/09/2008 | Common | 1,795 | \$ 55.6875 | D | Â |
| Option (NQ) ⁽²⁾ | 06/09/1998 ⁽⁴⁾ | 06/09/2008 | Common | 4,505 | \$ 55.6875 | D | Â |
| Option (ISO) ⁽²⁾ | 06/08/1999 ⁽⁴⁾ | 06/08/2009 | Common | 1,604 | \$ 62.3438 | D | Â |
| Option (NQ) ⁽²⁾ | 06/08/1999 ⁽⁴⁾ | 06/08/2009 | Common | 4,696 | \$ 62.3438 | D | Â |
| Option (ISO) ⁽²⁾ | 06/12/2000 ⁽⁴⁾ | 06/12/2010 | Common | 2,601 | \$ 38.4063 | D | Â |
| Option (NQ) ⁽²⁾ | 06/12/2000 ⁽⁴⁾ | 06/12/2010 | Common | 3,849 | \$ 38.4063 | D | Â |
| Option (NQ) ⁽²⁾ | 06/12/2001 ⁽⁴⁾ | 06/12/2011 | Common | 7,860 | \$ 53.53 | D | Â |
| Option (NQ) ⁽²⁾ | 06/11/2002 ⁽⁴⁾ | 06/11/2012 | Common | 7,860 | \$ 50.715 | D | Â |
| Option (NQ) ⁽²⁾ | 06/10/2003 ⁽⁴⁾ | 06/10/2013 | Common | 8,060 | \$ 54.285 | D | Â |
| Option (NQ) ⁽²⁾ | 06/08/2004 ⁽⁴⁾ | 06/08/2014 | Common | 8,260 | \$ 77.255 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Robert T 901 W. WASHINGTON, CV4110 EAST PEORIA, IL 61630 | Â | Â | Â Vice President | Â |

Signatures

Robert T. Williams; L.J.
Huxtable, POA

12/02/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 7427 shares in 401K and 675 shares in dividend reinvestment.
- (2) Stock Option (right to buy) granted under company's 1996 Stock Option Plan.
- (3) Reporting person disclaims beneficial ownership.

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(4) 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.

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