

HELLER JOHN S
Form 4
February 06, 2006

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 *
HELLER JOHN S

(Last) (First) (Middle)

100 N.E. ADAMS STREET

(Street)

PEORIA, IL 61629-6415

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common | 02/03/2006 | | M | | \$ 13,068 | A | 25.3575 31,368 D |
| Common | 02/03/2006 | | S | | \$ 13,068 | D | 68.1757 18,300 D |
| Common | 02/03/2006 | | M | | \$ 3,208 | A | 31.1719 21,503 D |
| Common | 02/03/2006 | | M | | \$ 3,702 | A | 19.2032 25,210 ⁽¹⁾ D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽²⁾ | \$ 25.3575 | 02/03/2006 | | M | 13,068 | ⁽³⁾ 06/11/2012 | 06/11/2012 | Common | 13,068 |
| Employee Stock Option ⁽²⁾ | \$ 31.1719 | 02/03/2006 | | M | 3,208 | ⁽³⁾ 06/08/2009 | 06/08/2009 | Common | 3,208 |
| Employee Stock Option ⁽²⁾ | \$ 19.2032 | 02/03/2006 | | M | 3,702 | ⁽³⁾ 06/12/2010 | 06/12/2010 | Common | 3,702 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELLER JOHN S 100 N.E. ADAMS STREET PEORIA, IL 61629-6415 | | | Vice President | |

Signatures

John S. Heller; L.J.
Huxtable, POA

02/06/2006

⁽¹⁾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 8249 shares in 401K.

(2) (Right to buy) with tandem tax withholding rights.

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(3) 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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