

CATERPILLAR INC
Form DEFA14A
May 11, 2006

100 NE Adams Street
Peoria, Illinois 61629

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Dear Stockholder:

We have previously sent to you proxy material for the Annual Meeting of Caterpillar Inc. to be held on June 14, 2006. **Your Board of Directors unanimously recommends that stockholders vote FOR Proposals 1, 2, 3, 4 and 5, and AGAINST Proposals 6, 7 and 8.**

Your vote is important -- please vote your proxy TODAY by telephone, *via* the Internet, or by signing and returning the enclosed proxy card.

(Please note your vote and this reminder may have crossed in the mail. If so, we encourage you to vote again to ensure representation at the meeting. Your vote will only be counted once.)

Thank you for your cooperation.

Very truly yours,

/s/ James B. Buda
James B. Buda
Vice President, General Counsel and Secretary

IMPORTANT NOTE:

**Remember, you can vote by telephone or *via* the Internet --
Simply follow the easy instructions on the enclosed
proxy or voting instruction card.**

If you have any questions, or need assistance voting
of your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-877-687-1865.**