

Umpleby III Donald J
Form 3
January 11, 2013

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	
Umpleby III Donald J		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	01/01/2013	
100 N.E. ADAMS STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PEORIA, IL 61629			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Group President	

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 Stock	24,318	D	

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option	12/31/2004	06/08/2014	Common Stock	10,000	\$ 38.6275	D	Â
Employee Stock Option	02/18/2005	02/18/2015	Common Stock	8,400	\$ 45.6425	D	Â
Employee Stock Option	02/17/2009	02/17/2016	Common Stock	7,150	\$ 72.05	D	Â
Employee Stock Option	03/02/2010	03/02/2017	Common Stock	3,341	\$ 63.04	D	Â
Employee Stock Option	03/03/2011	03/03/2018	Common Stock	4,661	\$ 73.2	D	Â
Employee Stock Option	03/02/2012	03/02/2019	Common Stock	6,619	\$ 22.17	D	Â
Employee Stock Option	03/01/2013	03/01/2020	Common Stock	6,781	\$ 57.85	D	Â
Employee Stock Option	03/07/2014	03/07/2021	Common Stock	22,696	\$ 102.13	D	Â
Employee Stock Option	03/05/2015	03/05/2022	Common Stock	21,416	\$ 110.09	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	2,500	\$ (2)	D	Â
Restricted Stock Units	03/01/2013	03/01/2013	Common Stock	490	\$ (2)	D	Â
Phantom Stock Units	Â (3)	Â (3)	Common Stock	4,839	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Umpleby III Donald J 100 N.E. ADAMS STREET PEORIA, IL 61629	Â	Â	Â Group President	Â

Signatures

D. J. Umpleby III; S.R.
Underwood, POA

01/11/2013

**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) Represents restricted stock units (RSUs) awarded pursuant to the Caterpillar Inc. 2006 Long -Term Incentive Plan. Each RSU award vests in three annual installments beginning on the third anniversary of the initial grant date of May 1, 2012.
- (2) Each RSU represents the contingent right to receive one share of Caterpillar Inc. common stock.
- (3) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

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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