

CATERPILLAR INC  
Form 10-K/A  
June 28, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K/A**  
**(Amendment No. 2)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File No. 1-768

**CATERPILLAR INC.**

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-768  
(Commission File Number)

37-0602744  
(IRS Employer I.D. No.)

100 NE Adams Street, Peoria, Illinois  
(Address of principal executive offices)

61629  
(Zip Code)

Registrant's telephone number, including area code: (309) 675-1000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock (\$1.00 par value)	Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc.
Preferred Stock Purchase Rights	Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc.
9% Debentures due April 15, 2006	New York Stock Exchange
9 3/8% Debentures due August 15, 2011	New York Stock Exchange
9 3/8% Debentures due March 15, 2021	New York Stock Exchange
8% Debentures due February 15, 2023	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

As of December 31, 2003, there were 343,762,040 shares of common stock of the Registrant outstanding, and the aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming only for purposes of this computation that directors and officers may be affiliates) was \$ 28,128,435,330.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

#### **Documents Incorporated by Reference**

None

*Explanatory Note:* On March 10, 2004 the registrant filed its Form 10-K with the Securities and Exchange Commission for the year ended December 31, 2003. On May 28, 2004, the registrant amended its' 2003 Form 10-K to add an 11-K filing for the Company's Employees' Investment Plan (Exhibit 99.2). The registrant hereby further amends its' Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2003 to amend the 11-K filing for the Company's Employees' Investment Plan (Exhibit 99.2) and to add 11-K filings for the Company's Savings and Investment Plan (Exhibit 99.3), Tax Deferred Savings Plan (Exhibit 99.4), and 401(k) Plan (Exhibit 99.5). The certifications required by Sections 302 (Exhibits 31.1 and 31.2) and 960 (Exhibit 32) of the Sarbanes-Oxley Act of 2002 are also provided.

**Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.**

(c) Exhibits:

31.1	Certification of James W. Owens, Chairman and Chief Executive Officer of Caterpillar Inc., as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of F. Lynn McPheeters, Chief Financial Officer of Caterpillar Inc., as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of James W. Owens, Chairman and Chief Executive Officer of Caterpillar Inc. and F. Lynn McPheeters, Chief Financial Officer of Caterpillar Inc., as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Form 11-K/A for Employees' Investment Plan for plan year ended November 30, 2003.
99.3	Form 11-K for Savings and Investment Plan for plan year ended December 31, 2003.
99.4	Form 11-K for Tax Deferred Savings Plan for plan year ended December 31, 2003.
99.5	Form 11-K for 401(k) Plan for plan year ended December 31, 2003.

**Form 10-K/A  
SIGNATURES**

**Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.**

**CATERPILLAR INC.**  
(Registrant)

June 24, 2004

By:

/s/James B. Buda

James B. Buda, *Secretary*

**Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the company and in the capacities and on the dates indicated.**

June 24, 2004	<u>/s/James W. Owens</u>	Chairman of the Board, Director and Chief Executive Officer
June 24, 2004	<u>/s/Douglas R. Oberhelman</u>	Group President
June 24, 2004	<u>/s/Gerald L. Shaheen</u>	Group President
June 24, 2004	<u>/s/Richard L. Thompson</u>	Group President
June 24, 2004	<u>/s/Gerard R. Vittecoq</u>	Group President
June 24, 2004	<u>/s/Steven H. Wunning</u>	Group President
June 24, 2004	<u>/s/F. Lynn McPheeters</u>	Vice President and Chief Financial Officer
June 24, 2004	<u>/s/David B. Burritt</u>	Controller and Chief Accounting Officer



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June 24, 2004	<u>/s/W. Frank Blount</u>	Director
June 24, 2004	<u>/s/John R. Brazil</u>	Director
June 24, 2004	<u>/s/John T. Dillon</u>	Director
June 24, 2004	<u>/s/Eugene V. Fife</u>	Director
June 24, 2004	<u>/s/Gail D. Fosler</u>	Director
June 24, 2004	<u>/s/Juan Gallardo</u>	Director
June 24, 2004	<u>/s/David R. Goode</u>	Director
June 24, 2004	<u>/s/Peter A. Magowan</u>	Director
June 24, 2004	<u>/s/William A. Osborn</u>	Director
June 24, 2004	<u>/s/Gordon R. Parker</u>	Director
June 24, 2004	<u>/s/Charles D. Powell</u>	Director
June 24, 2004	<u>/s/Edward B. Rust, Jr.</u>	Director
June 24, 2004	<u>/s/Joshua I. Smith</u>	Director