RAPP EDWARD J

Form 4 April 04, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 * RAPP EDWARD J

(Middle)

(Zip)

(First)

(Street)

(State)

04/02/2012

100 N.E. ADAMS STREET

(Last)

(City)

Common

2. Issuer Name and Ticker or Trading Symbol

CATERPILLAR INC [CAT]

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

04/02/2012

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below) below)

CFO & Group 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

PEORIA, IL 61629

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

Code V Amount (D) Price $F^{(1)}$ 208 D 106.49

5. Amount of Securities Ownership Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

47,214 (2)

Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

Indirect

7. Nature of

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)				<u>(4)</u>	<u>(4)</u>	Common	0	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

RAPP EDWARD J 100 N.E. ADAMS STREET **PEORIA. IL 61629**

CFO & Group President

Signatures

E. J. Rapp; L.J. 04/04/2012 Huxtable, POA

**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) Amount reflects shares surrendered to satisfy tax withholding requirements upon the vesting of restricted stock.
- (2) This amount includes 2288 shares in 401(k), which, due to an administrative error, was not included in the prior total.
- (3) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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