

CATERPILLAR INC  
Form 424B3  
November 28, 2006

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-135123

**Caterpillar Inc.**

**Common Stock**

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This is a supplement to the prospectus, dated June 19, 2006, relating to the resale by certain selling stockholders of up to 5,341,876 shares of common stock of Caterpillar Inc. and should be read together with that prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol CAT. The last reported sale price of our common stock on November 27, 2006 was \$61.97 per share.

As used in this prospectus supplement and the prospectus, the terms we, us, and our refer to Caterpillar Inc.

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**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

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Prospectus Supplement dated November 28, 2006.

**SELLING STOCKHOLDERS**

The information in the table appearing under the heading "Selling Stockholders" beginning on page 2 of the prospectus is amended by adding the information below with respect to Grace Fellowship Presbyterian Church of Albertville, AL, Inc. and superceding the information in the prospectus with respect to William P. Ainsworth. Grace Fellowship Presbyterian Church of Albertville, AL, Inc. acquired its shares pursuant to a private transaction with William P. Ainsworth.

| Name  | Number of<br>Shares Owned | Number of<br>Shares<br>Offered Hereby |
|---|---------------------------|---------------------------------------|
| Grace Fellowship Presbyterian Church of Albertville, AL, Inc. (1) | 12,000                    | 12,000                                |
| William P. Ainsworth  | 129,167                   | 129,167                               |

(1) The trustees of Grace Fellowship Presbyterian Church of Albertville, AL, Inc. are Michael W. Alred, John Stodghill, and William P. Ainsworth.