

Johnson Denise C
Form 4
July 31, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Johnson Denise C

(Last) (First) (Middle)
100 N.E. ADAMS STREET
(Street)

PEORIA, IL 61629

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 07/27/2017 | | M | | 17,141 A \$ 89.75 | 24,149 | D |
| Common Stock | 07/27/2017 | | S | | 17,141 D \$ 114.02 | 7,008 | D |
| Common Stock | 07/27/2017 | | M | | 25,152 A \$ 96.31 | 32,160 | D |
| Common Stock | 07/27/2017 | | S | | 25,152 D \$ 114.02 | 7,008 | D |
| | 07/27/2017 | | M | | 31,888 A \$ 83 | 38,896 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-------------------------|------------------|---|-----------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 07/27/2017 | | S | 31,888 | D | \$ 144.02 <u>(1)</u> | 7,008 | D | |
| Common Stock | 07/27/2017 | | M | 14,778 | A | \$ 74.77 | 21,786 | D | |
| Common Stock | 07/27/2017 | | S | 14,788 | D | \$ 114.02 <u>(1)</u> | 7,008 | D | |
| Common Stock | | | | | | | 916 | I | Held by Jerry Johnson Trust |
| Common Stock | | | | | | | 3,338 <u>(2)</u> | I | Held by 401(k) Plan |

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

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

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 89.75 | 07/27/2017 | | M | 17,141 | 03/04/2016 | 03/04/2023 | Common Stock | 17,141 |
| Employee Stock Option | \$ 96.31 | 07/27/2017 | | M | 25,152 | 03/03/2017 | 03/03/2024 | Common Stock | 25,152 |
| Employee Stock Option | \$ 83 | 07/27/2017 | | M | 31,888 | <u>(3)</u> | 03/02/2025 | Common Stock | 31,888 |

Employee
Stock
Option

\$ 74.77

07/27/2017

M

14,778

(3)

03/07/2026

Common
Stock

14,788

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Denise C 100 N.E. ADAMS STREET PEORIA, IL 61629 | | | Group President | |

Signatures

Denise C. Johnson; G.
Acker, POA

07/31/2017

__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).

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at

- (1) prices ranging from \$113.815 to \$114.10, inclusive. The reporting person undertakes to provide Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, full information.
- (2) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2017.
- (3) Stock options vest equally in 1/3 increments beginning on the first anniversary of the grant date.

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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