

Halverson Bradley M
Form 4
July 31, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Halverson Bradley M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Group President & CFO

(Street)
PEORIA, IL 61629

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/27/2017 | | M | | 79,976 | A | \$ 89.75 87,790 ⁽²⁾ |
| Common Stock | 07/27/2017 | | S | | 79,976 | D | \$ 114.03 7,814 ⁽¹⁾ |
| Common Stock | 07/27/2017 | | M | | 102,636 | A | \$ 83 110,450 |
| Common Stock | 07/27/2017 | | S | | 89,636 | D | \$ 114.03 20,814 ⁽¹⁾ |
| | 07/27/2017 | | S | | 100 | D | 20,714 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|-----------------------|---|-------------------------------|
| Common Stock | | | | | \$ 114.33 | | | |
| Common Stock | 07/27/2017 | S | 200 | D | \$ 114.34 | 20,514 | D | |
| Common Stock | 07/27/2017 | S | 12,700 | D | \$ 114.37 | 7,814 | D | |
| Common Stock | | | | | | 11,128 ⁽³⁾ | I | Held by 401(k) Plan |
| Common Stock | | | | | | 202 ⁽⁴⁾ | I | Held by Mindy Halverson Trust |

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) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| Employee Stock Option | \$ 89.75 | 07/27/2017 | | M | 79,976 | 03/04/2017 | 03/04/2023 | Common Stock | 79,976 |
| Employee Stock Option | \$ 83 | 07/27/2017 | | M | 102,636 | ⁽⁵⁾ | 03/02/2025 | Common Stock | 102,636 |
| Phantom Stock Units | ⁽⁶⁾ | 07/27/2017 | | I | 14,363 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 14,363 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Halverson Bradley M
100 N.E. ADAMS STREET
PEORIA, IL 61629

Group President & CFO

Signatures

Bradley M. Halverson; 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 \$113.32 to \$114.31, 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) Reflects adjustment for clerical error to total shares of Common Stock of the Issuer previously reported as beneficially owned by Mr. Halverson.
- (3) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2017.
- (4) Reflects adjustments for clerical error to total shares of Common Stock of the Issuer reported as held in the Mindy Halverson Trust.
- (5) Stock options vest equally in 1/3 increments beginning on the first anniversary of the grant date.
- (6) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (7) The phantom stock units were acquired under the Caterpillar Inc. Supplemental Deferred Compensation Plan.

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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