

Adams Kent M
Form 3
February 01, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Adams Kent M		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/01/2005		
2120 WEST END AVENUE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
NASHVILLE,Â TNÂ 37203			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	9,312 ⁽⁴⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Option (ISO) <u>(1)</u>	06/06/1995 ⁽³⁾	06/06/2005	Common	2,431	\$ 30.1562	D	Â
Option (NQ) <u>(1)</u>	06/06/1995 ⁽³⁾	06/06/2005	Common	532	\$ 30.1562	D	Â
Option (ISO) <u>(2)</u>	06/11/1996 ⁽³⁾	06/11/2006	Common	2,785	\$ 32.9062	D	Â
Option (NQ) <u>(2)</u>	06/11/1996 ⁽³⁾	06/11/2006	Common	1,340	\$ 32.9062	D	Â
Option (ISO) <u>(2)</u>	06/10/1997 ⁽³⁾	06/10/2007	Common	1,934	\$ 51.6562	D	Â
Option (NQ) <u>(2)</u>	06/10/1997 ⁽³⁾	06/10/2007	Common	2,566	\$ 51.6562	D	Â
Option (ISO) <u>(2)</u>	06/09/1998 ⁽³⁾	06/09/2008	Common	1,795	\$ 55.6875	D	Â
Option (NQ) <u>(2)</u>	06/09/1998 ⁽³⁾	06/09/2008	Common	2,705	\$ 55.6875	D	Â
Option (ISO) <u>(2)</u>	06/08/1999 ⁽³⁾	06/08/2009	Common	1,604	\$ 62.3438	D	Â
Option (NQ) <u>(2)</u>	06/08/1999 ⁽³⁾	06/08/2009	Common	4,696	\$ 62.3438	D	Â
Option (ISO) <u>(2)</u>	06/12/2000 ⁽³⁾	06/12/2010	Common	2,601	\$ 38.4063	D	Â
Option (NQ) <u>(2)</u>	06/12/2000 ⁽³⁾	06/12/2010	Common	3,849	\$ 38.4063	D	Â
Option (NQ) <u>(2)</u>	06/12/2001 ⁽³⁾	06/12/2011	Common	6,450	\$ 53.53	D	Â
Option (NQ) <u>(2)</u>	06/11/2002 ⁽³⁾	06/11/2012	Common	8,310	\$ 50.715	D	Â
Option (NQ) <u>(2)</u>	06/10/2003 ⁽³⁾	06/10/2013	Common	8,160	\$ 54.285	D	Â
Option (NQ) <u>(2)</u>	06/08/2004 ⁽³⁾	06/08/2014	Common	8,460	\$ 77.255	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Kent M 2120 WEST END AVENUE NASHVILLE, TN 37203	Â	Â	Â Vice President	Â

Signatures

Kent M. Adams; L.J.
Huxtable, POA

02/01/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock option (right to buy) granted under company's 1987 Stock Option Plan.
 - (2) Stock option (right to buy) granted under company's 1996 Stock Option Plan.
 - (3) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.
 - (4) This amount includes 4874 shares in 401K and 565 shares in dividend reinvestment.

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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