CATERPILLAR INC

Form 4 April 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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subject to

Section 16.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **OSBORN WILLIAM A**

50 SOUTH LASALLE STREET

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CATERPILLAR INC [CAT]

(Check all applicable)

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify

04/13/2005

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Street)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

CHICAGO, IL 60675

(City)

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

(State)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

 $3,794 \frac{(1)}{}$ D

Common

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

(Month/Day/Year)

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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 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Derivative Conversion

6. Date Exercisable and 5. Number Transaction of Derivative Expiration Date

7. Title and Amount of 8. l Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	Secur. Acqui (A) or Dispo (D) (Instr. and 5)	red sed of 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)		Sec (In
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (NQ) (2)	\$ 89.79	04/13/2005		J <u>(3)</u>	4,00	0	(3)	04/13/2015	Common	4,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolonia o mare i mare i i mare i su a su	Director	10% Owner	Officer	Other			
OSBORN WILLIAM A 50 SOUTH LASALLE STREET CHICAGO, IL 60675	X						

Signatures

William A. Osborn; L.J.
Huxtable, POA

04/15/2005

**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) This amount includes 44 shares in dividend reinvestment.
- (2) This option was granted with attached tax withholding rights.
- (3) Grant to reporting person of option to buy 4,000 shares of common stock under the company's 1996 Stock Option Plan in transaction exempt under old Rule 16B-3. The option becomes exercisable immediately.

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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