Edgar Filing: CATERPILLAR INC - Form 4

CATERPILLA	R INC											
Form 4												
April 15, 2005	_											
FORM	4 UNITED	STATE	SECUE	ITIES AN	DFYC	'H A NI	CF (COMMISSION	r	PPROVAL		
	UNITED	SIAIL		hington, I			GEC	201011011551010	OMB Number:	3235-0287		
Check this t if no longer									Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BE Section 16. SECURIT Form 4 or						CIAL	OW]	NERSHIP OF	Estimated a burden hou response	average Irs per		
Form 5 obligations may continu <i>See</i> Instruct 1(b).	e. Section 17	(a) of the		lity Holdi	ng Com	pany A	Act of	e Act of 1934, f 1935 or Sectio 40	'n			
(Print or Type Res	sponses)											
1. Name and Add POWELL CH	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]					5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (Middle)	3. Date of Earliest Transaction					(Check all applicable)				
24 QUEEN A	(Month/Day/Year) 04/13/2005					X_ Director 10% Owner Officer (give title Other (specify below) below)						
(Street) 4. If Amendment, Dat Filed(Month/Day/Year)					Original			Applicable Line) _X_ Form filed by	oint/Group Filing(Check One Reporting Person More than One Reporting			
(City)	(State)	(Zip)	Table	I - Non-De	rivativa S	ocuritio	A co	juired, Disposed o	f or Bonoficia	lly Owned		
(Instr. 3) any				3. Transactior Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Codo V	Amount	or (D) F	Duriana	(Instr. 3 and 4)				
Common				Code V	Amount	(D) F	fice	2,085 <u>(1)</u>	D			
Reminder: Report	on a separate lin	e for each c	lass of secur	ities benefici	ially owne	ed direct	tly or i	indirectly.				
					Person informa require	s who ation co d to res s a cur	respo ontai spon	ond to the collec ned in this form d unless the for y valid OMB cor	are not m	EC 1474 (9-02)		
	Tab	le II - Deri	vative Secu	rities Acqui	red, Disp	osed of,	or Be	eneficially Owned				

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction f Derivative	Expiration Date	Underlying Securities	Der

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

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
POWELL CHARLES D 24 QUEEN ANNE'S GATE LONDON ENGLAND SW1H 9AA	Х						
Signatures							
Charles D. Powell; L.J. Huxtable, POA	0	4/15/2005					
** 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) Included in this amount are 88 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.