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WESTERN Form 4	DONALD G										
November 1	5, 2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB	3235-028			
Check th		Washington, D.C. 20549							Number: Expires:	January 31,	
if no long subject to Section 1 Form 4 c Form 5	o SIAIEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005 verage 's per 0.5	
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U		ding Co	npan	y Act of	e Act of 1934, 1935 or Section 0			
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> WESTERN DONALD G			2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction			(Check	Check all applicable)				
100 N.E. ADAMS STREET			(Month/Day/Year) 11/15/2005					Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
	(Street)			endment, D onth/Day/Yea	-	al		6. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo	ne Reporting Per	son	
PEORIA, II	L 61629-3485							Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Date, if	3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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	(D)	Price \$	(Instr. 5 and 4)			
Common	11/15/2005			М	19,396	А	۵ 31.1719	71,443	D		
Common	11/15/2005			S	19,396	D	\$ 55.8	52,047 <u>(1)</u>	D		
Common								16,998	Ι	Owned by Wife (2)	

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

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number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 (3)	\$ 31.1719	11/15/2005		М	19,396	<u>(4)</u>	06/08/2009	Common	19,396

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
WESTERN DONALD G 100 N.E. ADAMS STREET PEORIA, IL 61629-3485			Vice President				
Signatures							
Donald G. Western; L.J. Huxtable, POA		11/15/2	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 2459 shares in 401K and 6780 shares in SEIP.
- (2) Reporting person disclaims beneficial ownership.
- (3) (Right to buy) with tandem tax withholding rights.
- (4) Exercisable in thirds 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

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.