

BURRITT DAVID B  
 Form 4  
 February 01, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BURRITT DAVID B**

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

PEORIA, IL 61629-5390

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 V.P./Chief Financial Officer

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

**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)
				(A) or (D)	Price		
Common	01/31/2006		M	4,560	\$ 27.8438	28,080	D
Common	01/31/2006		M	11,632	\$ 31.1719	39,712	D
Common	01/31/2006		M	12,830	\$ 26.765	52,542	D
Common	01/31/2006		S	29,022	\$ 66.8	23,520	D
Common	01/31/2006		M	3,590	\$ 27.8438	27,110	D
Common	01/31/2006		M	3,208	\$ 31.1719	30,318	D

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Common	01/31/2006	M	3,402	A	\$ 19.2032	33,720 <sup>(1)</sup>	D	
Common						7,064	I	Owned by Wife <u>(2)</u>

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.**

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(3)</sup>	\$ 27.8438	01/31/2006		M	4,560	<sup>(4)</sup> 06/09/2008	Common	4,560	
Employee Stock Option <sup>(3)</sup>	\$ 31.1719	01/31/2006		M	11,632	<sup>(4)</sup> 06/08/2009	Common	11,632	
Employee Stock Option <sup>(3)</sup>	\$ 26.765	01/31/2006		M	12,830	<sup>(4)</sup> 06/12/2011	Common	12,830	
Employee Stock Option <sup>(3)</sup>	\$ 27.8438	01/31/2006		M	3,590	<sup>(4)</sup> 06/09/2008	Common	3,590	
Employee Stock Option <sup>(3)</sup>	\$ 31.1719	01/31/2006		M	3,208	<sup>(4)</sup> 06/08/2009	Common	3,208	
Employee Stock Option <sup>(3)</sup>	\$ 19.2032	01/31/2006		M	3,402	<sup>(4)</sup> 06/12/2010	Common	3,402	

