

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

(Street)
PEORIA, IL 61629-5390

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

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)
			Code	V	Amount	(D)	Price
Common	01/31/2006		M		4,560	A	\$ 27.8438
Common	01/31/2006		M		11,632	A	\$ 31.1719
Common	01/31/2006		M		12,830	A	\$ 26.765
Common	01/31/2006		S		29,022	D	\$ 66.8
Common	01/31/2006		M		3,590	A	\$ 27.8438
Common	01/31/2006		M		3,208	A	\$ 31.1719

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Common	01/31/2006	M	3,402	A	\$ 19.2032	33,720 ⁽¹⁾	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.

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(9-02)

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 ⁽³⁾	\$ 27.8438	01/31/2006		M	4,560	⁽⁴⁾ 06/09/2008	Common	4,560	
Employee Stock Option ⁽³⁾	\$ 31.1719	01/31/2006		M	11,632	⁽⁴⁾ 06/08/2009	Common	11,632	
Employee Stock Option ⁽³⁾	\$ 26.765	01/31/2006		M	12,830	⁽⁴⁾ 06/12/2011	Common	12,830	
Employee Stock Option ⁽³⁾	\$ 27.8438	01/31/2006		M	3,590	⁽⁴⁾ 06/09/2008	Common	3,590	
Employee Stock Option ⁽³⁾	\$ 31.1719	01/31/2006		M	3,208	⁽⁴⁾ 06/08/2009	Common	3,208	
Employee Stock Option ⁽³⁾	\$ 19.2032	01/31/2006		M	3,402	⁽⁴⁾ 06/12/2010	Common	3,402	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURRITT DAVID B 100 N.E. ADAMS STREET PEORIA, IL 61629-5390			V.P./Chief Financial Officer	

Signatures

D. B. Burritt; L.J. Huxtable, POA	02/01/2006
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__Signature of Reporting Person	Date
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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 9440 shares in 401K and 33 shares in dividend reinvestment.
 - (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.