Edgar Filing: POWELL CHARLES D - Form 4

POWELL CHAI Form 4	RLES D											
March 05, 2007												
FORM A										OMB APPROVAL		
	UNITEDS	TATES SE		TIES AN ington, l			GE (COMMISSION	OMB Number:	3235-0287		
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEMI Filed pursu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							burden hou response	Estimated average burden hours per response 0.5		
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b).												
(Print or Type Respo	onses)											
1. Name and Addre POWELL CHA	Syn	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]					5. Relationship of Reporting Person(s) to Issuer					
					.1]		(Check all applicable)					
(М			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2007					X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amendment, Da Filed(Month/Day/Year					-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
LONDON ENG	LAND SW1H	9AA							More than One Re			
(City)	(State) (Z	Zip)	Table I	l - Non-De	erivative S	ecuritie	s Acc	quired, Disposed o	f, or Beneficial	lly Owned		
	ecurity (Month/Day/Year) Execution Date, if		ate, if	3. 4. Securities TransactionAcquired (A) o Code Disposed of (D (Instr. 8) (Instr. 3, 4 and (A) or			or Securities D) Beneficially d 5) Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	(D) P	Price	(Instr. 3 and 4) 4,745 (1)	D			
Reminder: Report o	n a separate line f	or each class o	f securit	ies benefic	Person informa require	s who i ation co d to res	resp ontai spon		ction of S are not m	EC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities

number.

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Security (Instr. 3)			any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 63.04	03/02/2007		А		5,833		(2)	03/02/2017	Common	5,833

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	3/05/2007						
** 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 267 shares in dividend reinvestment.
- (2) The stock apreciation rights vest on March 2, 2010.

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.