Edgar Filing: LAVIN RICHARD P - Form 4

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Form 4	DP									
March 08, 2011										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
	TATES	SECURITIES AND EXCHANGE CON Washington, D.C. 20549				COMMISSIO	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed purs	uant to So) of the P	ection 16 ublic Ut	SECUR 6(a) of the ility Hold	ITIES e Securitioning Comp	es Exchan	/ NERSHIP OF ge Act of 1934, of 1935 or Section 40	Estimated burden ho response.	urs per	
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> LAVIN RICHARD P			2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (L	First) (Mi	iddle)	3. Date of Earliest Transaction			(Cne	(Check all applicable)			
100 N.E. ADAMS STREET			(Month/Day/Year) 03/07/2011			Director 10% Owner X_ Officer (give title Other (specify below) Group President				
(SPEORIA, IL 616	Filed(Mo			nendment, Date Original Ionth/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
FEORIA, IL 010	29						Person			
(City) (S	State) (2	Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	ally Owned	
	ransaction Date nth/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8)	4. Securiti mAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount	(D) Price	87,810 <u>(1)</u>	D		
Common							4	I	Custodian for Daughter	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Phantom Stock Units	<u>(2)</u>					<u>(3)</u>	(3)	Common	0
Stock Appreciation Rights	\$ 102.13	03/07/2011		А	53,669	(4)	03/07/2021	Common	53,66

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
LAVIN RICHARD P						
100 N.E. ADAMS STREET		Group President				
PEORIA, IL 61629						
Signatures						

Date

R. P. Lavin; L.J.	03/08/2011
Huxtable, POA	05/06/2011

**Signature of Reporting Person

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).
- This amount includes 13,665 shares in 401K and 333 shares in dividend reinvestment. (1)
- (2) Security converts to common stock on a one-for-one basis.
- The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the (3) reporting person's retirement or separation from service.
- (4) The stock appreciation rights vest on March 7, 2014.

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.