

WUNNING STEVEN H
 Form 4
 May 12, 2005

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 *
WUNNING STEVEN H

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)
05/11/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President

(Street)
PEORIA, IL 61629-7220

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 (A) or (D) Price		
Common	05/11/2005		M		3,038 A \$ 32.9062	27,162	D
Common	05/11/2005		F		1,109 D \$ 90.115	26,053	D
Common	05/11/2005		M		1,934 D \$ 51.6562	27,987	D
Common	05/11/2005		F		1,108 D \$ 90.115	26,879 ⁽¹⁾	D
Common						34 ⁽²⁾	I Owned by Wife ⁽³⁾
Common						100	I Owned by Son ⁽³⁾

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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)	8. Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 32.9062	05/11/2005		M	3,038	⁽⁵⁾ 06/11/2006	Common	3,038
Employee Stock Option ⁽⁴⁾	\$ 51.6562	05/11/2005		M	1,934	⁽⁵⁾ 06/10/2007	Common	1,934

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WUNNING STEVEN H 100 N.E. ADAMS STREET PEORIA, IL 61629-7220			Group President	

Signatures

S. H. Wunning; L.J.
Huxtable, POA

05/12/2005

**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 10,708 shares in 401K, 2529 shares in SEIP, and 339 shares in dividend reinvestment.
- (2) This amount includes 2 shares in dividend reinvestment.

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- (3) Reporting person disclaims beneficial ownership.
- (4) (Right to buy) with tandem tax withholding rights.
- (5) 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.