#### CATERPILLAR INC

Form 4

August 01, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

Check this box

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)

(Last)

(City)

(Instr. 3)

Common

1. Name and Address of Reporting Person \* OBERHELMAN DOUGLAS R

(First) (Middle)

(Street)

(State)

100 N.E. ADAMS STREET

2. Issuer Name and Ticker or Trading

Symbol CATERPILLAR INC [CAT]

3. Date of Earliest Transaction

(Month/Day/Year) 07/31/2008

3.

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X\_ Officer (give title Other (specify below) below)

Group President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

PEORIA, IL 61629-7220

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

Code (Instr. 8)

Code V Amount

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A) Transaction(s) or

(Instr. 3 and 4) (D) Price

92,241 (1) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: CATERPILLAR INC - Form 4

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Transacti Code (Instr. 8)	ransaction Expiration dode Derivative (Month/Day		ate	Underlying (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(Instr. 3, 4, and 5)		Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	07/31/2008	A	105	(3)	(3)	Common	105	\$0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OBERHELMAN DOUGLAS R 100 N.E. ADAMS STREET PEORIA, IL 61629-7220

**Group President** 

### **Signatures**

D. R. Oberhelman; L.J. Huxtable, POA

08/01/2008

\*\*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 24,199 shares in 401K and 2702 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or separation from service.

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.

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