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DICKINSON	DANIEL M								
Form 4 May 02, 2012									
•							OMB A	PPROVAL	
FORM	4 UNITED S	TATES SECUR Was	ITIES AI			COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or	er STATEM I	ENT OF CHAN	0	BENEFI		NERSHIP OF	Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. 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 Ro	esponses)								
1. Name and Ac DICKINSON	Name and '		-	5. Relationship o Issuer	of Reporting Person(s) to				
	PILLAR I		1]	(Che	(Check all applicable)				
(Last)(First)(Middle)3. Date of Earliest Tra100 N.E. ADAMS STREET04/30/2012				nsaction		X Director Officer (give below)	ve title 10% Owner Other (specify below)		
(Street) 4. If Amendment, Date Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by	ndividual or Joint/Group Filing(Check licable Line) Form filed by One Reporting Person Form filed by More than One Reporting		
PEORIA, IL	61629					Person	more than One Ro	eporting	
(City)	(State) (Z	Cip) Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	1 ()		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Common						7,315	D		
Reminder: Repo	rt on a separate line f	or each class of secu	rities benefic	cially owne	ed directly or	indirectly.			
				informa require	ation conta d to respor	ond to the collec ined in this form nd unless the for ly valid OMB cor	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	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) S A (4 D 0 (1	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	04/30/2012		A	1	121		(2)	(2)	Common	121	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
DICKINSON DANIEL M 100 N.E. ADAMS STREET PEORIA, IL 61629	Х								
Signatures									
Daniel M. Dickinson; L.J. Huxtable, POA	05/02/2012								
<u>**</u> 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) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (2) The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement.
- (3) The units were valued in April 2012 on the basis of the issuer's common stock price, 121 units at a price of \$103.33.

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.