Edgar Filing: OBERHELMAN DOUGLAS R - Form 4

OBERHELI Form 4 April 01, 20	MAN DOUGLAS	SR										
								OMB A	PPROVAL			
FORM	UNITED	STATES		RITIES A			GE COMMISSION	N OMB Number:	3235-0)287		
Check tl if no lon subject t Section Form 4 Form 5	to STATEN 16. or			SECU	OWNERSHIP OF	January 2 average urs per	/ 31, 2005 0.5					
obligation may cor <i>See</i> Insti- 1(b).	ons Section 17((a) of the H	Public U		ding Co	mpany A	hange Act of 1934, act of 1935 or Section f 1940	on				
(Print or Type	Responses)											
1. Name and A	-	Symbol	er Name and RPILLAR		c	Issuer						
(Last)	(First) (Middle)		of Earliest T	_	_	(Che	(Check all applicable)				
100 N.E. ADAMS STREET			(Month/Day/Year) 03/28/2013				below)	X Officer (give title Other (specify				
				endment, Daonth/Day/Yea	-	nal	Applicable Line) _X_ Form filed by	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
PEORIA, I	L 61629						Person	More than One K	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivativ	e Securities	s Acquired, Disposed o	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3)	d (A) or d of (D) , 4 and 5) (A) or	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)			
Domindom Da	nort on a concrete l'a	for each -1	of ac-									
Keminder: Re	port on a separate line	e for each cla	ass of sec	unties bene	Pers infor requ	ons who r mation co ired to res lays a curr	respond to the colle ontained in this form spond unless the for rently valid OMB co	n are not rm	SEC 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	Transaction	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 					(Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/28/2013		А		138 (2)		(3)	<u>(3)</u>	Common Stock	138	\$ 86.9

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
OBERHELMAN DOUGLAS R 100 N.E. ADAMS STREET PEORIA, IL 61629	Х		CEO & Chairman of the Board					
Signatures								
Douglas R. Oberhelman; S.R. Underwood, POA		()4/01/2013					
**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.

Includes 92 phantom stock units which were credited to the Reporting Person's account under the Supplemental Deferred Compensation
(2) Plan (the "Plan") at a price per share of \$86.97 and 46 phantom stock units that were contributed to the Reporting Person's account pursuant to the terms of the Plan for no consideration.

- (3) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the Reporting Person's retirement or separation from service.
- (4) Includes 598 phantom stock units acquired under Tax-Conditioned Plans.

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.