

WUNNING STEVEN H  
Form 4  
February 06, 2003

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Wunning Steven H.</b> (Last) (First) (Middle) <b>100 N.E. Adams Street</b>  (Street) <b>Peoria, IL 61629-3400</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Caterpillar Inc. CAT</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President</b>			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>488-54-5866</b>			4. Statement for Month/Day/Year <b>01/31/2003</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common</b>	<b>01/31/03</b>							<b>22,455<sup>(1)</sup></b>	<b>D</b>	
<b>Common</b>	<b>01/31/03</b>							<b>33<sup>(3)</sup></b>	<b>I</b>	<b>Owned by Wife<sup>(2)</sup></b>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivatives	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code		V		Date		Expiration Date	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				(Instr. 8)	(Instr. 5)	(A)	(D)	Exer-cisable	Title		Amount or Number of Shares				
<b>Phantom Stock Units</b>	<b>1 for 1</b>	<b>01/31/03</b>	<b>02/06/03</b>	<b>A</b>	<b>V</b>	<b>37</b>	<b>(4)</b>	<b>(4)</b>	<b>Common</b>	<b>37</b>			<b>D</b>		

Explanation of Responses:

- (1) This amount includes 7385 shares in EIP-1, 1966 shares in 401K, 1742 shares in SEIP and 640 shares in dividend reinvestment.
- (2) Reporting person disclaims beneficial ownership.
- (3) This amount includes 1 share in dividend reinvestment.
- (4) 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 other termination of service.

By: /s/ **S. H. Wunning** **02/06/03**  
**L.J. Huxtable, Power of Attorney** Date  
 \*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

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