Edgar Filing: GALES THOMAS A - Form 4

GALES THOMAS A Form 4 February 28, 2005 OMB APPROVAL FORM 4 Form 5 obligations it (b). 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 to: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROVAL Statement of big and the public Utility Holding Company Act of 1935 or Section 1(b). Statement Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Statement Section 1940 (Print or Type Response) Statement Company Act of 1940 Statement Company Act of 1940							
1. Name and Address of Reporting Person <u>*</u> GALES THOMAS A	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 701 WATERFORD WAY, SUITE 200	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2005	(Check all applicable) <u> </u>					
(Street) MIAMI, FL 33126	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
(City) (State) (Zip)	Table I - Non-Derivative Securities A	Person cquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dee Execution any (Month/	med 3. 4. Securities Acquired on Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	 (A) 5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) 					
Common 02/25/2005	M 5,000 A ^{\$} 38.40	63 20,641 D					
Common 02/25/2005	S 5,000 D \$95	15,641 <u>(1)</u> D					
Common		12,548 I Owned by Wife (2)					

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

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 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (3)	\$ 38.4063	02/25/2005		М	5,000	<u>(4)</u>	06/12/2010	Common	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
GALES THOMAS A 701 WATERFORD WAY, SUITE 200 MIAMI, FL 33126			Vice President		
Signatures					
T. A. Gales; L.J. Huxtable, POA)2/28/2005				

**Signature of Reporting Person

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 5856 shares in 401K, 22 shares in SEIP and 1510 shares in dividend reinvestment.

Date

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