BAHAJ ALI M Form 4 February 28, 2005

## FORM 4

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

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

BAHAJ ALI M			Symbol CATERPILLAR INC [CAT]						Issuer (Check all applicable)			
(Last) 100 N.E. Al	(First) (	Middle)	3. Date of (Month/I) 02/25/2	Day/Yea		ransaction			DirectorX Officer (give below)	10%	Owner er (specify	
	(Street)		4. If Amo			ate Origin	al		6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	rson	
PEORIA, II	L 61629-3305								Form filed by M Person	ore than One Re	porung	
(City)	(State)	(Zip)	Tab	le I - No	on-I	Derivative	Secu	ırities Acqı	iired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transa Code (Instr.		4. Securi for Dispos (Instr. 3,	sed of		5. Amount of 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)	
Common	02/25/2005			M		1,934	A	\$ 51.6562	18,936 (1)	D		
Common									195	I	Owned by Wife (2)	

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.

#### Edgar Filing: BAHAJ ALI M - Form 4

# 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)	ransaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (3)	\$ 51.6562	02/25/2005		M		1,934	<u>(4)</u>	06/10/2007	Common	1,934

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Director 10% Owner Officer Other

BAHAJ ALI M 100 N.E. ADAMS STREET PEORIA, IL 61629-3305

Vice President

## **Signatures**

Ali M. Bahaj; L.J. Huxtable,

POA 02/28/2005

\*\*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 9017 shares in EIP-1 and 271 shares in SEIP.
- (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.

Reporting Owners 2