BAHAJ ALI M Form 4 March 08, 2005

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or E ANCES IN DENEFICIAL OWNEDSHID OF

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

may continue.

See Instruction

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

1(b).

Common

(Print or Type Responses)

1. Name and ABAHAJ AL	Person *	2. Issuer Symbol	Name and	d Ticker or Trading	5. Relations Issuer	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) ((Middle)		ATERPILLAR INC [CAT] Date of Earliest Transaction			(Check all applicable)				
100 N.E. A		(Month/D 03/04/20	•			Director 10% Owner X Officer (give title Other (specify below) Vice President					
		4. If Amer Filed(Mon	· ·	ate Original r)	Applicable Li	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
PEORIA, II	L 61629-3305					Form file Person	d by More than One R	eporting			
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative Securities A	acquired, Dispo	sed of, or Beneficia	illy Owned			
1.Title of Security	2. Transaction Da (Month/Day/Year			3. Transact	4. Securities ionAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	f 6. Ownership Form: Direct	7. Nature Indirect			

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following

(A) Reported
Transaction(s)

Amount of 6. Ownership 7. Nature of ecurities Form: Direct Indirect eneficially (D) or Beneficial wined Indirect (I) Ownership ollowing (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3 and 4) 18.936 (1) D

Common 18,936 (1)

I Owned by Wife $\frac{(2)}{(2)}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 (3)	03/04/2005	A	685	<u>(4)</u>	<u>(4)</u>	Common	685	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAHAJ ALI M

100 N.E. ADAMS STREET Vice President

PEORIA, IL 61629-3305

Signatures

Ali M. Bahaj; L.J. Huxtable,

POA 03/08/2005

**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) Security converts to common stock on a one-for-one basis.
- (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.

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.

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