#### **CATERPILLAR INC**

Form 4 July 28, 2005

# FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

SECURITIES

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

PALMER GERALD

1. Name and Address of Reporting Person \*

			CATERPILLAR INC [CAT]				(Check all applicable)				
(Last) P. O. BOX	` ,	(Middle)		Day/Year)	Fransaction			Director _X_ Officer (give t	10%	Owner	
			Filed(Month/Day/Year)				- -	6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person  _ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	-Derivative	Secui	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed 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	07/26/2005			M	38,132	A	\$ 25.8281	125,704	D		
Common	07/26/2005			S	38,132	D	\$ 51.8658	87,572	D		
Common	07/27/2005			M	3,208	A	\$ 31.1719	90,780	D		
Common	07/27/2005			M	5,202	A	\$ 19.2032	95,982 (1) (3)	D		
Common								30,962 (4)	I	Owned by wife (2)	

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

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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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (5)	\$ 25.8281	07/26/2005		M		38,132	<u>(6)</u>	06/10/2007	Common	38,132
Employee Stock Option (5)	\$ 31.1719	07/27/2005		M		3,208	<u>(6)</u>	06/08/2009	Common	3,208
Employee Stock Option (5)	\$ 19.2032	07/27/2005		M		5,202	<u>(6)</u>	06/12/2010	Common	5,202

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

PALMER GERALD P. O. BOX 348

Vice President

AURORA, IL 60507

## **Signatures**

G. Palmer; L.J. Huxtable, POA

\*\*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 4640 shares in SEIP.

Reporting Owners 2

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- (2) Reporting person disclaims beneficial ownership.
- (3) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 41,466 additional shares of common stock.
- (4) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 15,481 additional shares of common stock.
- (5) (Right to buy) with tandem tax withholding rights.
- (6) 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.