CATERPILLAR INC

Form 4

November 01, 2005

FORM 4

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

OMB 3235-0287

Check this box if no longer

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

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OMB APPROVAL

Estimated average burden hours per response...

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person GOSSELIN STEPHEN A	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
100 N.E. ADAMS STREET	(Month/Day/Year) 10/31/2005	Director 10% OwnerX Officer (give title Other (specify below) Vice President			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PEORIA, IL 61629-1205	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Seci	ırities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or	` '	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	10/31/2005		M	3,080	A	\$ 16.4531	16,782	D	
Common	10/31/2005		F	966	D	\$ 52.415	15,816	D	
Common	10/31/2005		M	2,600	A	\$ 25.8281	18,416	D	
Common	10/31/2005		F	1,281	D	\$ 52.415	17,135 <u>(1)</u>	D	
Common							790	I	Custodial Accounts for Daughters

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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)

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 Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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 (2)	\$ 16.4531	10/31/2005		M		3,080	(3)	06/11/2006	Common	3,080
Employee Stock Option (2)	\$ 25.8281	10/31/2005		M		2,600	(3)	06/10/2007	Common	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

GOSSELIN STEPHEN A 100 N.E. ADAMS STREET PEORIA, IL 61629-1205

Vice President

Signatures

Stephen A. Gosselin; L.J. Huxtable,

POA 11/01/2005

**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 7258 shares in 401K, 1144 shares in SEIP and 4 shares in dividend reinvestment.
- (2) (Right to buy) with tandem tax withholding rights.

Reporting Owners 2

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(3) 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.