

RUST EDWARD B JR

Form 4

March 22, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUST EDWARD B JR

(Last) (First) (Middle)

ONE STATE FARM PLAZA

(Street)

BLOOMINGTON, IL 61710

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2003

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common	12/03/2003		P ⁽¹⁾		316	A \$ 38.11	4,316	D	
Common	12/17/2003		P ⁽¹⁾		20	A \$ 40.3	4,336	D	
Common	12/22/2003		P ⁽¹⁾		14	A \$ 42	4,350	D	
Common	12/23/2003		P ⁽¹⁾		30	A \$ 42	4,380	D	
Common	04/16/2004		P ⁽¹⁾		42	A \$ 40.57	4,422	D	
Common	05/03/2004		P ⁽¹⁾		38	A \$ 39.63	4,460	D	
Common	05/17/2004		P ⁽¹⁾		58	A \$ 36.76	4,518	D	

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Common	05/27/2004	<u>S</u> (1)	52	D	\$ 37.62	4,466	D
Common	06/02/2004	<u>P</u> (1)	36	A	\$ 38.11	4,502	D
Common	06/08/2004	<u>S</u> (1)	46	D	\$ 38.48	4,456	D
Common	06/16/2004	<u>P</u> (1)	48	A	\$ 37.08	4,504	D
Common	06/30/2004	<u>P</u> (1)	28	A	\$ 39.75	4,532	D
Common	02/03/2005	<u>P</u> (1)	188	A	\$ 45.55	4,720	D
Common	03/03/2005	<u>S</u> (1)	96	D	\$ 48.39	4,624	D
Common	04/11/2005	<u>S</u> (1)	76	D	\$ 45.31	4,548	D
Common	05/16/2005	<u>P</u> (1)	60	A	\$ 44.7	4,608	D
Common	06/09/2005	<u>P</u> (1)	66	A	\$ 48.67	4,674	D
Common	07/08/2005	<u>P</u> (1)	6	A	\$ 49.67	4,680	D
Common	07/12/2005	<u>P</u> (1)	58	A	\$ 49.64	4,738	D
Common	07/13/2005	<u>P</u> (1)	206	A	\$ 49.7	4,944	D
Common	08/17/2005	<u>P</u> (1)	86	A	\$ 53.52	5,030	D
Common	09/15/2005	<u>P</u> (1)	85	A	\$ 57.74	5,115	D
Common	10/21/2005	<u>S</u> (1)	182	D	\$ 48.84	4,933	D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUST EDWARD B JR ONE STATE FARM PLAZA BLOOMINGTON, IL 61710			X	

Signatures

Edward B. Rust Jr.; L.J. Huxtable,
POA 03/22/2006

__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) Transactions executed by third-party money manager in Mr. Rust's financial portfolio without Mr. Rust's knowledge. All shares and prices are post-split from company's 2-for-1 stock split effective 7/13/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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