Edgar Filing: CATERPILLAR INC - Form 4

CATERPIL Form 4	LAR INC									
June 03, 20	13									
FORM	ЛД								PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	7
Check th if no lon subject t Section Form 4 Form 5	ger STATEN o STATEN 16. or			SECUI	RITIES		WNERSHIP OF	Estimated burden hou response	urs per	5
obligatio may con <i>See</i> Instr 1(b).	ons Section 17(ruction	(a) of the H	Public U	Itility Hol	ding Coi		nge Act of 1934, t of 1935 or Secti 1940			
	Address of Reporting	Person <u>*</u>	Symbol	er Name an RPILLAR		-	5. Relationship o Issuer			
(Last) (First) (Middle) 100 N.E. ADAMS STREET			3. Date of Earliest Transaction (Month/Day/Year) 05/31/2013			(Check all applicable) Director 10% Owner Officer (give title Other (specify below) below)				
(Street) PEORIA, IL 61629			4. If Amendment, Date Original 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)	Tak	la I Nam I	D	S		of on Donoficio	ller Orene d	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	ies (A) or of (D)	Acquired, Disposed 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	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

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	Derivative Security				Acquir (A) or Dispos of (D) (Instr. and 5)	sed 3, 4,					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	05/31/2013	А		145 (2)		(3)	(3)	Common Stock	145	\$ 0

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MAGOWAN PETER A 100 N.E. ADAMS STREET PEORIA, IL 61629	Х			
Signatures				
Peter A. Magowan; S.R. Underwood, POA		06/0	3/2013	
**Signature of Reporting Person		Ι		

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) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (2) Phantom stock units awarded or acquired in lieu of director cash compensation.
- (3) The phantom stock units were acquired under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Includes adjustments for dividends accrued.

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.