

Marvel Gary Michael
 Form 3
 March 01, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Marvel Gary Michael | | (Month/Day/Year) | CATERPILLAR INC [CAT] | |
| (Last) | (First) | (Middle) | 03/01/2019 | |
| 510 LAKE COOK ROAD,Â SUITE 100 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DEERFIELDÂ 60015 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Accounting Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,520 ⁽¹⁾ | I | Held by 401(k) Plan |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------|---------------------|--------------------|-----------------|----------------------------------|-------------------|----------------------------------|---|
| Employee Stock Options | 03/04/2016 | 03/04/2023 | Common Stock | 4,360 | \$ 89.75 | D | Â |
| Employee Stock Options | 03/03/2017 | 03/03/2024 | Common Stock | 4,318 | \$ 96.31 | D | Â |
| Employee Stock Options | Â ⁽²⁾ | 03/02/2025 | Common Stock | 6,952 | \$ 83 | D | Â |
| Employee Stock Options | Â ⁽³⁾ | 03/07/2026 | Common Stock | 8,037 | \$ 74.77 | D | Â |
| Employee Stock Options | Â ⁽⁴⁾ | 03/06/2027 | Common Stock | 5,056 | \$ 95.66 | D | Â |
| Employee Stock Options | Â ⁽⁵⁾ | 03/05/2028 | Common Stock | 3,166 | \$ 151.12 | D | Â |
| Phantom Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 592 | \$ ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marvel Gary Michael 510 LAKE COOK ROAD SUITE 100 DEERFIELDÂ 60015 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

/s/ Barbara Thomas, POA for Gary Michael
Marvel

03/01/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The information in this report is based on a 401(k) plan statement dated as of 2/28/2019.
- (2) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 2, 2015 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
- (3) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 7, 2016 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
- (4) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 6, 2017 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
- (5) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 5, 2018 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.

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- (6) The phantom stock units were acquired under the Caterpillar Inc. Supplemental Deferred Compensation Plan (the "Plan") and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
- (7) Each Phantom Stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

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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