

MAGOWAN PETER A
Form 4
May 01, 2003

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

| 1. Name and Address of Reporting Person* Magowan Peter A. | | | 2. Issuer Name and Ticker or Trading Symbol Caterpillar Inc. CAT | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | | | |
|--|--|---|---|---|---|------------|--|---|--|-----------------------------------|
| (Last) (First) (Middle) Pacific Bell Park 24 Willie Mays Plaza | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 04/30/03 | | | | | |
| (Street) San Francisco, CA 94107 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | | 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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 | 04/30/03 | | | | | | | 21,068⁽¹⁾ | D | |
| Common | 04/30/03 | | | | | | | 1400 | I | By Trust⁽²⁾ |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

FORM 4 (continued) 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 | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned | 10. Ownership Form of Deriv- | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---------------------|-----------------------------------|---------------------|------------------------------------|--|---|--|---|------------------------------|--|
|--|---|---------------------|-----------------------------------|---------------------|------------------------------------|--|---|--|---|------------------------------|--|

Edgar Filing: MAGOWAN PETER A - Form 4

| | Security | (Month/ Day/ Year) | (Month/ Day/ Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | Following Reported Transaction(s) (Instr. 4) | ative Security: Direct (D) or Indirect (I) (Instr. 4) |
|------------------------------------|----------------|--------------------------|--------------------------|---------------|--|------------|----------------------|-------------------------|---------------|--|---|--|
| | | | | | (Instr. 3, 4 & 5) | | | | | | | |
| | | | | Code | V | (A) | (D) | | | | | |
| Phantom Stock Units | 1 for 1 | (3) | 04/30/03 | A | V | 141 | (3) | (3) | Common | 141 | (3) | D |

Explanation of Responses:

- (1) Included in this amount are 450 dividend reinvestment shares.
- (2) Reporting person disclaims beneficial ownership.
- (3) The phantom stock units were accrued under the Caterpillar Inc. directors deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in April 2003 at a price between \$51.685 and \$52.42 per share.
- (4) This option was granted with attached tax withholding rights.
- (5) Grant to reporting person of option to buy 4000 shares of common stock under the company's 1996 Stock Option Plan in transaction exempt under old Rule 16B-3. The option becomes exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

By: /s/ **Peter A. Magowan** **05/01/03**
L. J. Huxtable, Power of Attorney Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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 Number.