

Halverson Bradley M  
Form 4  
February 01, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Halverson Bradley M

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)  
100 N.E. ADAMS STREET

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Controller

(Street)  
PEORIA, IL 61629

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ 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 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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	Price	
Common	01/31/2006		M	9,392	A \$ 31.1719	22,936	D
Common	01/31/2006		M	12,900	A \$ 26.765	35,836	D
Common	01/31/2006		S	22,292	D \$ 67	13,544	D
Common	01/31/2006		M	3,868	A \$ 25.8281	17,412	D
Common	01/31/2006		M	3,590	A \$ 27.8438	21,002 <sup>(1)</sup>	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(2)</sup>	\$ 31.1719	01/31/2006		M	9,392	<sup>(3)</sup>	06/08/2009	Common	9,392
Employee Stock Option <sup>(2)</sup>	\$ 26.765	01/31/2006		M	12,900	<sup>(3)</sup>	06/12/2011	Common	12,900
Employee Stock Option <sup>(2)</sup>	\$ 25.8281	01/31/2006		M	3,868	<sup>(3)</sup>	06/10/2007	Common	3,868
Employee Stock Option <sup>(2)</sup>	\$ 27.8438	01/31/2006		M	3,590	<sup>(3)</sup>	06/09/2008	Common	3,590

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Halverson Bradley M  
100 N.E. ADAMS STREET  
PEORIA, IL 61629

Director    10% Owner    Officer    Other

Controller

## Signatures

Bradley M. Halverson; L.J. Huxtable,  
POA

02/01/2006

\_\_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) This amount includes 8012 shares in 401K, 36 shares in SEIP and 566 shares in dividend reinvestment.

(2) (Right to buy) with tandem tax withholding rights.

(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.

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