CATERPILLAR INC

Form 4 April 05, 2006

FORM 4

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

OMB 3

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31,

2005

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

See Instruction

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

burden hours per response... 0.5

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PARKER GORDON R			2. Issuer Name and Ticker or Trading Symbol				6	5. Relationship of Reporting Person(s) to Issuer			
			CATERPILLAR INC [CAT]					(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest T	Transaction	l		W D'	100	0	
1700 LINCOLN STREET, SUITE 3020			(Month/Day/Year) 04/04/2006				_	X Director 10% Owner Officer (give title Other (specify below)			
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line)			
DENVER, CO 80203							_	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transacti Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	Price	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)	
Common	04/04/2006			M	8,000	A	\$ 16.7344	29,663	D		
Common	04/04/2006			F	1,797	D	\$ 74.495	27,866 (1) (4)	D		

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

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.

SEC 1474

(9-02)

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

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (2)	\$ 16.7344	04/04/2006		M	8,000	(3)	04/10/2006	Common	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
, G	Director	10% Owner	Officer	Other		
PARKER GORDON R 1700 LINCOLN STREET, SUITE 3020 DENVER, CO 80203	X					

Signatures

Gordon R. Parker; L.J.
Huxtable, POA

04/05/2006

**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 1007 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.
- (4) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 10,328 additional shares of 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. 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.

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