Copeland Jananne A. Form 4 March 04, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Copeland Jananne A. Issuer Symbol CATERPILLAR INC [CAT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 100 N.E. ADAMS STREET 03/02/2009 below) below) Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

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

(Zip)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

PEORIA, IL 61629

(State)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common $6,828 \stackrel{(2)}{=}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ve Expiration (Month/D | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------|------------------------|--|--------|---|--|
| | | | | Code \ | 7 (A) (| D) Date Exercisab | Expiration le Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | <u>(3)</u> | | | | | <u>(1)</u> | <u>(1)</u> | Common | 943 | |
| Stock Appreciation Rights | \$ 22.17 | 03/02/2009 | | A | 5,408 | <u>(4)</u> | 03/02/2019 | Common | 5,408 | |
| Restricted Stock Units | <u>(5)</u> | 03/02/2009 | | A | 728 | <u>(4)</u> | <u>(4)</u> | Common | 728 | |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | |
|--------------------------------|----|------|---------------|---|
| | ъ. | 1000 | 0.00 | _ |

Director 10% Owner Officer Other

Copeland Jananne A. 100 N.E. ADAMS STREET PEORIA, IL 61629

Chief Accounting Officer

Signatures

J. A. Copeland; L. J. Huxtable,

POA 03/04/2009

**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) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or separation from service.
- (2) This amount includes 3073 shares in 401K.
- (3) Security converts to common stock on a one-for-one basis.
- (4) The restricted stock units and stock appreciation rights vest on March 2, 2012.
- (5) Each restricted stock unit represents a contingent right to receive one share of Caterpillar 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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