

CUMMINS INC  
Form 8-K  
May 15, 2009  
**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**Date of Report: May 15, 2009**

**CUMMINS INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or other Jurisdiction of  
Incorporation)

**1-4949**

(Commission File Number)

**35-0257090**

(I.R.S. Employer Identification  
No.)

**500 Jackson Street**

**P. O. Box 3005**

**Columbus, IN 47202-3005**

**(Principal Executive Office) (Zip Code)**

Registrant's telephone number, including area code: **(812) 377-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

At the Company's Annual Meeting of Shareholders held on May 12, 2009, shareholders voted to approve an amendment of the Company's 2003 Stock Incentive Plan, the effect of which is to increase the aggregate number of shares of its common stock available as awards in the form of stock options, stock appreciation rights, or performance shares or other rights subject to satisfaction of conditions from ten (10) million to thirteen million five hundred thousand (13.5 million) shares.

**Item 8.01. Other Events**

At the Company's Annual Meeting of Shareholders held on May 12, 2009, shareholders voted to approve the election of N. Thomas Linebarger, President and Chief Operating Officer of the Company, as a Director. J. Lawrence Wilson, who had been a Director of the Company since 1990, retired from the Board of Directors effective with the 2009 Annual Meeting of Shareholders in accordance with provisions of the Company's By-Laws.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2009

CUMMINS INC.

**/s/ Marsha L. Hunt**

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Marsha L. Hunt  
Vice President - Corporate Controller  
(Principal Accounting Officer)