Edgar Filing: MAGOWAN PETER A - Form 4

MAGOWAN	PETER A											
Form 4 January 04, 2	005											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STAT 5. 5. Filed p ¹⁵ Section	pursuant to S 17(a) of the	F CHAN	GES IN I SECUR 6(a) of the ility Hold	BENEFI ITIES e Securitie ling Com	CIAI es Ex pany	chang Act o	NERSHIP OF ge Act of 1934, f 1935 or Sectic 40	Expires: Estimated burden hou response	irs per		
(Print or Type R	esponses)											
1. Name and Ad MAGOWAN	2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]				B	5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Cho				(Chee	ck all applicable)				
PACIFIC BE MAYS PLA	ELL PARK, 2 ZA	4 WILLIE	(Month/Da 12/31/20	-				_X_ Director Officer (give below)		6 Owner er (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
SAN FRAN	CISCO, CA 9	4107						Form filed by I Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	any				4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)	D			
Common								24,027 <u>(1)</u>	D			
Common								1,400	Ι	By Trust		

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.

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(3)</u>	12/31/2004		А	88	<u>(4)</u>	(4)	Common	88	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MAGOWAN PETER A PACIFIC BELL PARK 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	X			
Signatures				
Peter A. Magowan; L. J. Huxtab POA	ole,	01/04/2	2005	
<u>**</u> 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 783 dividend reinvestment shares.
- (2) Reporting person disclaims beneficial ownership.
- (3) Security converts to common stock on a one-for-one basis.
- (4) 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 December 2004 at a price between \$90.54 and \$97.585 per share.

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.