

WUNNING STEVEN H  
 Form 4  
 February 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**WUNNING STEVEN H**

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)

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

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

100 N.E. ADAMS STREET

01/31/2006

Group President

(Street)

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

PEORIA, IL 61629-7220

(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	13,330	A	\$ 27.8438	67,569	D
Common	01/31/2006		M	38,792	A	\$ 31.1719	106,361	D
Common	01/31/2006		S	52,122	D	\$ 66.928	54,239	D
Common	01/31/2006		M	3,590	A	\$ 27.8438	57,829	D
Common	01/31/2006		M	3,208	A	\$ 31.1719	61,037 <sup>(1)</sup> <sup>(6)</sup>	D
Common							200 <sup>(7)</sup>	I

Common 74 (2) (8) I Owned by Son <sup>(3)</sup>  
Owned by Wife

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(4)</sup>	\$ 27.8438	01/31/2006		M	13,330	<sup>(5)</sup> 06/09/2008	Common	13,330	
Employee Stock Option <sup>(4)</sup>	\$ 31.1719	01/31/2006		M	38,792	<sup>(5)</sup> 06/08/2009	Common	38,792	
Employee Stock Option <sup>(4)</sup>	\$ 27.8438	01/31/2006		M	3,590	<sup>(5)</sup> 06/09/2008	Common	3,590	
Employee Stock Option <sup>(4)</sup>	\$ 31.1719	01/31/2006		M	3,208	<sup>(5)</sup> 06/08/2009	Common	3,208	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WUNNING STEVEN H 100 N.E. ADAMS STREET PEORIA, IL 61629-7220			Group President	

## Signatures

S. H. Wunning; 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 21,625 shares in 401K, 5107 shares in SEIP, and 21 shares in dividend reinvestment.
- (2) This amount includes 6 shares in dividend reinvestment.
- (3) Reporting person disclaims beneficial ownership.
- (4) (Right to buy) with tandem tax withholding rights.
- (5) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.
- (6) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 13,743 additional shares of common stock.
- (7) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 100 additional shares of common stock.
- (8) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 34 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.