#### **GALLARDO JUAN**

Form 4

January 02, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Last)

(City)

1.Title of

Security

(Instr. 3)

Common

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GALLARDO JUAN** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CATERPILLAR INC [CAT]

(Check all applicable)

MONTE CAUCASO 915, 4TH

(First)

FLOOR, COL, LOMAS DE **CHAPULTEPEC** 

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2008

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

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

**MEXICO CITY 11000** 

(Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price 212,110

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

(Month/Day/Year)

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)

#### Edgar Filing: GALLARDO JUAN - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | Derivative | Expiration I<br>(Month/Day | 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<br>Exercisable        | Expiration<br>Date                                       | Title  | Amount<br>or<br>Number<br>of<br>Shares                        |     |
| Phantom<br>Stock<br>Units                           | <u>(1)</u>  | 12/31/2008                              | A                                    | 168        | (2)                        | (2)  | Common | 168   | \$0 |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GALLARDO JUAN

MONTE CAUCASO 915, 4TH FLOOR
COL. LOMAS DE CHAPULTEPEC

MEXICO CITY 11000

### **Signatures**

Juan Gallardo T.; L.J.
Huxtable, POA
01/02/2009

\*\*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) Security converts to common stock on a one-for-one basis.
- The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in December 2008 at a price of \$44.425 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.

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