#### DICKINSON DANIEL M

Form 4

November 02, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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0.5

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obligations

Check this box

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

See Instruction 1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Middle)

(Zip)

(Last)

(City)

Common

NW. SUITE 350

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DICKINSON DANIEL M** 

(First)

1455 PENNSYLVANIA AVENUE.

(State)

2. Issuer Name and Ticker or Trading

Symbol

CATERPILLAR INC [CAT]

3. Date of Earliest Transaction

(Month/Day/Year)

3.

10/30/2009

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

below)

6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Issuer

(Street)

WASHINGTON, DC 20004

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

4. Securities

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

3.820

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)

4.

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Price Underlying Securities Derivati

### Edgar Filing: DICKINSON DANIEL M - Form 4

| Security<br>(Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Y | any<br>(Month/Day/Year) | Code<br>(Instr. 8 | ) Sec<br>Acc<br>(A)<br>Dis<br>of ( | urities<br>quired<br>or<br>posed<br>D)<br>tr. 3, 4, | (Month/Day/Year)    |                    | (Instr. 3 and 4) |  | Security<br>(Instr. 5) |
|---------------------------|---|---------------------|-------------------------|-------------------|------------------------------------|---|---------------------|--------------------|------------------|--|------------------------|
|                           |   |                     |                         | 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>  | 10/30/2009          |                         | A                 | 32                                 | 2   | (2)                 | (2)                | Common           | 322                                    | \$0                    |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| • 0   | Director      | 10% Owner | Officer | Other |  |  |  |
| DICKINSON DANIEL M<br>1455 PENNSYLVANIA AVENUE, NW<br>SUITE 350<br>WASHINGTON, DC 20004 | X             |           |         |       |  |  |  |

# **Signatures**

Daniel M. Dickinson; L.J. Huxtable, POA

\*\*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).

11/02/2009

- (1) Security converts to common stock on a one-for-one basis.
- (2) 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 October 2009 at a price of \$56.255 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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