

Pellette Thomas A
 Form 4
 February 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Pellette Thomas A

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)
 510 LAKE COOK ROAD, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group President

DEERFIELD, IL 60015

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/31/2018		M		95,199 A \$ 83	D	
Common Stock	01/31/2018		S		19,799 D \$ 164.11 (1)	D	
Common Stock	01/31/2018		S		69,024 D \$ 162.84 (2)	D	
Common Stock	01/31/2018		S		6,376 D \$ 162.7 (3)	D	
							12,800 I

Common Stock							Held by Pellette Family Trust
Common Stock					12,014 ⁽⁵⁾	I	Held by 401(k) Plan

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

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(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	
Employee Stock Option	\$ 83	01/31/2018		M	95,199	⁽⁶⁾ 03/02/2025	Common Stock	95,199	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pellette Thomas A 510 LAKE COOK ROAD, SUITE 100 DEERFIELD, IL 60015			Group President	

Signatures

/s/ Barbara Thomas, POA for Thomas A.
Pellette

02/02/2018

**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) The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$164.70 to \$163.70, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

(2) The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$163.695 to \$163.70, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

(3) The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$162.69 to \$162.60, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

(4) Excludes 7,539 shares previously owned which were contributed to the Pellette Family Trust.

(5) The information in this report is based on a 401(k) Plan statement dated as of 1/31/2018.

(6) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan and vest equally in 1/3 increments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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