CATERPILLAR INC

Form 4

January 13, 2003

FORM 4

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

OMB APPROVAL

_ 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

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

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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

 Name and Ac Oberhelman D 			ne and Ticl Inc. CAT	ker or T	Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
(Last)	(First) (M	of Repor	ting	ntification N Person, voluntary)	Numbei		atement for th/Day/Year 3/03	10° X °	Director 10% Owner X Officer (give title below) Other (specify below)					
				23	4-44-5413					Group President				
	(Street)							Amendment,			oint/Group Filing			
Peoria, IL 6162						of Original nth/Day/Year)	X I Per 1	(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)	Т	able	I Non-D	erivati	ive Secu	rities Acquired	, Dispose	d of, or Benef	icially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date, if any	3. Transaction Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed c	of (D)	5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership			
	Year)	(Month/Day/ Year)			7 Imount	or (D)		ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)			
Common	01/13/03		F	V	683	D	46.76		27,918 (1)	D				

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

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative					Number			Derivative			of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(Medonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securiti	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Year)	Year)		(Disp of (I (Inst 3, 4	D) tr.	1			,	(D) or Indirect (I)	
		Code	V	(A)		Exer-cisable		Amount or Number of Shares		(Instr. 4)	

Explanation of Responses:

(1) This amount includes 4637 shares in EIP-1, 4564 shares in 401K, 2681 shares in SEIP and 283 shares in dividend reinvestment.

By: /s/ <u>D. R. Oberhelman</u> L.J. Huxtable, Power of Attorney 01/13/03 Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).