Edgar Filing: GOODE DAVID R - Form 4

GOODE DAV Form 4											
November 01,	Л	TATES SECUL	TTES AT		TLANCE	COMMISSION		PPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check this if no longe			0 /	Number: Expires:	January 31,						
subject to Section 16 Form 4 or Form 5	SIAIEMI	ENT OF CHAN	SECURI	TIES	Estimated burden hou response	urs per					
obligations may contin <i>See</i> Instruc 1(b).	Section $17(a)$	uant to Section 1) of the Public Ut 30(h) of the In	ility Hold	ing Com	pany Act c	of 1935 or Section	on				
(Print or Type Re	esponses)										
1. Name and Ad GOODE DA	Symbol	•				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Mi		CATERPILLAR INC [CAT]				(Check all applicable)				
	MERCIAL PLA	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2004				X_ Director 10% Owner Officer (give title Other (specify below) below)				
	ndment, Dat hth/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
NORFOLK,	VA 23510-2191					Person	wore than one K	eporting			
(City)	(State) (Z	Zip) Tabl	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)			
Common			Code V	Amount	(D) Price	10,208 <u>(1)</u>	D				
Reminder: Report	rt on a separate line f	or each class of secu	rities benefic	cially owne	ed directly or	indirectly.					
				informa require	ation conta d to respoi	oond to the collec ined in this form nd unless the for ly valid OMB co	are not m	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	2.	3. Transaction Date	3A. Deemed	4. 5.		6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumb	ber	Expiration Date	Underlying Securities	Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Mon		Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)		Security (Instr. 5)
			(Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(2)</u>	10/29/2004		A	72	(3)	(3)	Common	72	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	Х						
Signatures							
David R. Goode; L.J. Huxtable, POA	1	1/01/2004					
**Signature of Reporting Person		Date					
Evalenation of Deer							

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) Included in this amount are 393 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) 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 2004 at a price of \$80.135 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.