CATERPILLAR INC

Form 4

November 02, 2004

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

OMB

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31,

2005

OMB APPROVAL

Section 16. Form 4 or Form 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

burden hours per response... 0.5

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may continue. See Instruction

obligations

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PARKER JAMES J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol CATERPILLAR INC [CAT]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

P. O. BOX 610

10/29/2004

(Month/Day/Year)

below) Vice President

(Middle)

6. Individual or Joint/Group Filing(Check

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

Person

below)

MOSSVILLE, IL 61552-0610

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

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

(Month/Day/Year)

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

Securities Beneficially Owned Following Reported

5. Amount of

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

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

8,863 (1) D

Common

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)

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1. Title	e of 2.		3. Transaction Date	3A. Deemed	4.		5.		6. Date Exercisable and		7. Title and Amount of		8. Price of
Deriva	ative Conv	ersion	(Month/Day/Year)	Execution Date, if	TransactionNumber			ber	Expiration Date		Underlying Securities		Derivative
Securi	ty or Ex	ercise		any (Month/Day/Year)	Code (Instr. 8)	(of Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
(Instr.	3) Price	of				3)]							
	Deriv	ative					Secur	rities					
	Secu	rity				1	Acqu	ired					
						((A) o	r					
]	Disposed						
						(of (D)					
						((Instr. 3, 4, and 5)						
						4							
					Code	V	(A)	(D)	Date	Expiration	Title	Amount	
					Couc	•	(21)	(2)	Exercisable	Date	11110	or	
									Excreisacie	Bute		Number	
												of	
												Shares	
												Silares	
Phan	tom												
Stock	\$	$0^{(2)}$	10/29/2004		Α		27		(3)	(3)	Common	27	\$ 0
Units		_							_	_			, ,
Omis	,												

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PARKER JAMES J P. O. BOX 610

Vice President

MOSSVILLE, IL 61552-0610

Signatures

J. J. Parker; L.J. Huxtable, POA

11/02/2004

**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) This amount includes 6337 shares in 401K, 1086 shares in SEIP and 7 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting person's retirement or other termination of service.

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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