

Marvel Gary Michael
Form 3
March 01, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Marvel Gary Michael		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	03/01/2019	
510 LAKE COOK ROAD,Â SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DEERFIELDÂ 60015			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Accounting Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,520 ⁽¹⁾	I	Held by 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Options	03/04/2016	03/04/2023	Common Stock 4,360 \$ 89.75	D Â
Employee Stock Options	03/03/2017	03/03/2024	Common Stock 4,318 \$ 96.31	D Â
Employee Stock Options	Â ⁽²⁾	03/02/2025	Common Stock 6,952 \$ 83	D Â
Employee Stock Options	Â ⁽³⁾	03/07/2026	Common Stock 8,037 \$ 74.77	D Â
Employee Stock Options	Â ⁽⁴⁾	03/06/2027	Common Stock 5,056 \$ 95.66	D Â
Employee Stock Options	Â ⁽⁵⁾	03/05/2028	Common Stock 3,166 \$ 151.12	D Â
Phantom Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock 592 \$ ⁽⁷⁾	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marvel Gary Michael 510 LAKE COOK ROAD SUITE 100 DEERFIELD 60015	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Barbara Thomas, POA for Gary Michael
Marvel 03/01/2019

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 information in this report is based on a 401(k) plan statement dated as of 2/28/2019.
 - (2) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 2, 2015 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
 - (3) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 7, 2016 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
 - (4) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 6, 2017 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
 - (5) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 5, 2018 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.

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- (6) The phantom stock units were acquired under the Caterpillar Inc. Supplemental Deferred Compensation Plan (the "Plan") and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
- (7) Each Phantom Stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

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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