#### **GALES THOMAS A**

Form 4

February 22, 2005

## FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address GALES THOMAS		ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(T. ) (T. ) (ACIII)			CATERPILLAR INC [CAT]	(Check all applicable)		
(Last) (First) (Middle 701 WATERFORD WAY, SUIT) 200		, ,	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2005	Director 10% Owner Officer (give title Other (specification) below)		
	treet)		4. If Amendment, Date Original Filed(Month/Day/Year)	Vice President  6. Individual or Joint/Group Filing(Check Applicable Line)		
MIAMI, FL 33120	5	(Zin)		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Common			Couc v	Milount	(D) Thee	15,641 <u>(1)</u>	D	
Common						12,548	I	Owned by Wife (2)

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.

SEC 1474

(9-02)

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

### Edgar Filing: GALES THOMAS A - Form 4

1. Title of 2.		3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exer	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed of	•				
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Expiration	TT:41	or	
						Exercisable	Date	Title	Number	
				Code V	(A) (D)				of Shares	
Option										
$(NQ)\frac{(3)}{2}$	\$ 91.285	02/18/2005		$J_{\underline{(4)}}$	30,000	(4)	02/18/2015	Common	30,000	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GALES THOMAS A 701 WATERFORD WAY, SUITE 200 MIAMI, FL 33126

Vice President

**Signatures** 

T. A. Gales; L.J. Huxtable, POA

\*\*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 5856 shares in 401K, 22 shares in SEIP and 1510 shares in dividend reinvestment.
- (2) Reporting person disclaims beneficial ownership.
- (3) This option was granted with attached tax withholding rights.
- (4) Grant to reporting person of option to buy 30,000 shares of common stock under the company's 1996 Stock Option Plan in transaction exempt under old Rule 16B-3. The option becomes exercisable immediately.

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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