

BAHAJ ALI M
Form 4
July 29, 2005

FORM 4

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

OMB APPROVAL

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

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STATEMENT OF CHANGES IN 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 *
BAHAJ ALI M

2. Issuer Name and Ticker or Trading Symbol
CATERPILLAR INC [CAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 N.E. ADAMS STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

PEORIA, IL 61629-3305

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
				Code V	Amount	(A) or (D)	Price		
Common	07/28/2005		M		8,732	A	\$ 25.8281	47,732	D
Common	07/28/2005		M		9,010	A	\$ 27.8438	56,742	D
Common	07/28/2005		M		9,392	A	\$ 31.1719	66,134	D
Common	07/28/2005		M		8,698	A	\$ 19.2032	74,832	D
Common	07/28/2005		M		5,202	A	\$ 19.2032	80,034	D

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Common	07/28/2005		M	3,590	A	\$ 27.8438	83,624	D	
Common	07/28/2005		M	3,208	A	\$ 31.1719	86,832	D	
Common	07/28/2005		S	35,832	D	\$ 54	51,000	D	
Common	07/28/2005		S	2,322	D	\$ 54.01	48,678 ⁽¹⁾ ⁽³⁾	D	
Common							390 ⁽⁴⁾	I	Owned by Wife <u>(2)</u>

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option ⁽⁵⁾	\$ 25.8281	07/28/2005		M	8,732	⁽⁶⁾ 06/10/2007	Common	8,732
Employee Stock Option ⁽⁵⁾	\$ 27.8438	07/28/2005		M	9,010	⁽⁶⁾ 06/09/2008	Common	9,010
Employee Stock Option ⁽⁵⁾	\$ 31.1719	07/28/2005		M	9,392	⁽⁶⁾ 06/08/2009	Common	9,392
Employee Stock Option ⁽⁵⁾	\$ 19.2032	07/28/2005		M	8,698	⁽⁶⁾ 06/12/2010	Common	8,698
Employee Stock Option ⁽⁵⁾	\$ 19.2032	07/28/2005		M	5,202	⁽⁶⁾ 06/12/2010	Common	5,202

