

Fisher Steven L
Form 3
December 02, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 *

Â Fisher Steven L
(Last) (First) (Middle)

501 S.W. JEFFERSON AVE.

(Street)

PEORIA,Â ILÂ 61629

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/01/2005

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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

11,677 ⁽⁵⁾

D

Â

Common

680

I

Owned by Sons

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

SEC 1473 (7-02)

**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.**

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

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (ISO) <u>(1)</u>	06/09/1998 ⁽²⁾	06/09/2008	Common	3,590	\$ 27.8438	D	Â
Option (ISO) <u>(1)</u>	06/08/1999 ⁽²⁾	06/08/2009	Common	3,208	\$ 31.1719	D	Â
Option (NQ) <u>(1)</u>	06/10/2003 ⁽²⁾	06/10/2013	Common	5,240	\$ 27.1425	D	Â
Option (NQ) <u>(1)</u>	06/08/2004 ⁽³⁾	06/08/2014	Common	16,720	\$ 38.6275	D	Â
Option (NQ) <u>(1)</u>	02/18/2005 ⁽⁴⁾	02/18/2015	Common	11,600	\$ 45.6425	D	Â
Phantom Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common	2,588	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fisher Steven L 501 S.W. JEFFERSON AVE. PEORIA, IL 61629	Â	Â	Â Vice President	Â

Signatures

Steven L. Fisher; L.J.
Huxtable, POA

12/02/2005

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) Stock Option (right to buy) granted under company's 1996 Stock Option Plan.
- (2) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.
- (3) The option became exercisable December 31, 2004.
- (4) The option became exercisable immediately.
- (5) Included in this amount are 6439 shares in 401K, 274 shares in SEIP and 28 shares in dividend reinvestment.
- (6) 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.
- (7) Security converts to common stock on a one-for-one basis.

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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