

Johnson Denise C
Form 4
October 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Johnson Denise C

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)
510 LAKE COOK ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2018

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

Group President

(Street)
DEERFIELD, IL 60015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/01/2018 | | M | | \$ 83 | D | |
| Common Stock | 10/01/2018 | | S ⁽¹⁾ | | 14,444 | D | |
| Common Stock | 10/01/2018 | | S ⁽¹⁾ | | 152.69 | D | |
| Common Stock | 10/02/2018 | | M | | \$ 110.09 | D | |
| | 10/02/2018 | | S ⁽¹⁾ | | \$ 155 | D | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|----------|----------------------|---|-----------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 10/02/2018 | | M | 14,777 | A | \$ 74.77 | 21,659 | D | |
| Common Stock | 10/02/2018 | | S ⁽¹⁾ | 14,777 | D | \$ 155 | 6,882 | D | |
| Common Stock | | | | | | | 3,744 ⁽⁴⁾ | I | Held by 401(k) Plan |
| Common Stock | | | | | | | 936 ⁽⁵⁾ | I | Held by Jerry Johnson Trust |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 83 | 10/01/2018 | | M | 15,944 | ⁽⁶⁾ 03/02/2025 | Common Stock | 15,944 | |
| Employee Stock Option | \$ 110.09 | 10/02/2018 | | M | 4,330 | 03/05/2015 03/05/2022 | Common Stock | 4,330 | |
| Employee Stock Options | \$ 74.77 | 10/02/2018 | | M | 14,777 | ⁽⁶⁾ 03/07/2026 | Common Stock | 14,777 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Denise C 510 LAKE COOK ROAD, SUITE 100 DEERFIELD, IL 60015 | | | Group President | |

Signatures

By: /s/ Barbara Thomas, POA for Denise C.
Johnson

10/03/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 29, 2018.

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$152.77 to \$153.75, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

(2) The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at prices ranging from \$152.65 to \$152.74, inclusive. The reporting person undertakes to provide Caterpillar Inc., and any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

(3) The information in this report is based on a 401(k) report dated as of 09/30/2018.

(4) Includes adjustments for dividends accrued.

(5) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan and vest equally in 1/3 increments beginning on the first anniversary of the grant date.

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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