

OBERHELMAN DOUGLAS R
 Form 4
 March 03, 2010

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

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 *
OBERHELMAN DOUGLAS R

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman & CEO-Elect

(Street)
PEORIA, IL 61629-7220

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

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)
Common	03/01/2010		F ⁽⁶⁾	V	99	D	\$ 57.815 61,081
Common	03/01/2010		F ⁽⁶⁾		196	D	\$ 57.815 60,885
Common	03/02/2010		M		42,798	A	\$ 19.2032 103,683
Common	03/02/2010		F		25,401	D	\$ 58.42 78,282
Common	03/02/2010		M		2,601	A	\$ 19.2032 80,883
Common	03/02/2010		F		854	D	\$ 58.42 80,029 ⁽¹⁾

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	(2)					(3)	(3)	Common
Stock Appreciation Rights	\$ 57.85	03/01/2010		A	272,282	(4)	03/01/2020	Common
Restricted Stock Units	(5)	03/01/2010		A	9,271	(4)	(4)	Common
Employee Stock Option (7)	\$ 19.2032	03/02/2010		M	42,798	(8)	06/12/2010	Common
Employee Stock Option (7)	\$ 19.2032	03/02/2010		M	2,601	(8)	06/12/2010	Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBERHELMAN DOUGLAS R 100 N.E. ADAMS STREET PEORIA, IL 61629-7220			Vice Chairman & CEO-Elect	

Signatures

D. R. Oberhelman; L.J.
Huxtable, POA

03/03/2010

**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).

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- (1) This amount includes 27,094 shares in 401K and 7975 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) 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 separation from service.
- (4) The restricted stock units and stock appreciation rights vest on March 1, 2013.
- (5) Each restricted stock unit represents a contingent right to receive one share of Caterpillar common stock.
- (6) Amount reflects shares surrendered to satisfy tax withholding requirements upon the vesting of restricted stock units.
- (7) (Right to buy) with tandem tax withholding rights.
- (8) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

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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