WUNNING STEVEN H

Form 4

February 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number:

> January 31, 2005

> > 0.5

Estimated average burden hours per

Expires:

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WUNNING STEVEN H		2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (N	(Middle)	3. Date of Earliest Transaction	(===== an appneasie)			
100 N.E. ADAMS STREET		(Month/Day/Year) 02/09/2010	Director 10% Owner _X_ Officer (give title Other (specify below) Group President			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
PEORIA, IL 61629-7220			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)							5. Amount of 6. Ownership Securities Form: Direct		
(Instr. 3)		any	Code Disposed of (D)))	Beneficially	(D) or	Beneficial		
		(Month/Day/Year) (Instr.		(Instr. 3, 4 and 5)			Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	02/09/2010		G	1,090	D	\$0	70,333 (1)	D		
Common	02/09/2010		G	250	A	\$0	726	I	Owned by Wife (2)	
Common	02/09/2010		G	250	A	\$0	1,125	I	Owned by Son (2)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: WUNNING STEVEN H - Form 4

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Title and A Underlying S		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	•	Year)	(Instr. 3 and	4)	Security (Instr. 5)
					4, and 5)				Amount	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares	
Phantom Stock Units	(3)					<u>(4)</u>	<u>(4)</u>	Common	0	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WUNNING STEVEN H 100 N.E. ADAMS STREET PEORIA, IL 61629-7220

Group President

Signatures

S. H. Wunning; L.J.
Huxtable, POA

02/09/2010

**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).
- (1) This amount includes 23,958 shares in 401K.
- (2) Reporting person disclaims beneficial ownership.
- (3) Security converts to common stock on a one-for-one basis.
- (4) 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.

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.

Reporting Owners 2