

RUST EDWARD B JR
Form 4
March 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
RUST EDWARD B JR

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)

ONE STATE FARM PLAZA

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2003

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

(Street)

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

BLOOMINGTON, IL 61710

(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. 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)
				(A) or (D)	Price		
Common	12/03/2003		P ⁽¹⁾	316	A \$ 38.11	4,316	D
Common	12/17/2003		P ⁽¹⁾	20	A \$ 40.3	4,336	D
Common	12/22/2003		P ⁽¹⁾	14	A \$ 42	4,350	D
Common	12/23/2003		P ⁽¹⁾	30	A \$ 42	4,380	D
Common	04/16/2004		P ⁽¹⁾	42	A \$ 40.57	4,422	D
Common	05/03/2004		P ⁽¹⁾	38	A \$ 39.63	4,460	D
Common	05/17/2004		P ⁽¹⁾	58	A \$ 36.76	4,518	D

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Common	05/27/2004	<u>S</u> (1)	52	D	\$	37.62	4,466	D
Common	06/02/2004	<u>P</u> (1)	36	A	\$	38.11	4,502	D
Common	06/08/2004	<u>S</u> (1)	46	D	\$	38.48	4,456	D
Common	06/16/2004	<u>P</u> (1)	48	A	\$	37.08	4,504	D
Common	06/30/2004	<u>P</u> (1)	28	A	\$	39.75	4,532	D
Common	02/03/2005	<u>P</u> (1)	188	A	\$	45.55	4,720	D
Common	03/03/2005	<u>S</u> (1)	96	D	\$	48.39	4,624	D
Common	04/11/2005	<u>S</u> (1)	76	D	\$	45.31	4,548	D
Common	05/16/2005	<u>P</u> (1)	60	A	\$	44.7	4,608	D
Common	06/09/2005	<u>P</u> (1)	66	A	\$	48.67	4,674	D
Common	07/08/2005	<u>P</u> (1)	6	A	\$	49.67	4,680	D
Common	07/12/2005	<u>P</u> (1)	58	A	\$	49.64	4,738	D
Common	07/13/2005	<u>P</u> (1)	206	A	\$	49.7	4,944	D
Common	08/17/2005	<u>P</u> (1)	86	A	\$	53.52	5,030	D
Common	09/15/2005	<u>P</u> (1)	85	A	\$	57.74	5,115	D
Common	10/21/2005	<u>S</u> (1)	182	D	\$	48.84	4,933	D

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

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr
	Code V (A) (D) Date	Expiration Date	Title
	Exercisable		Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUST EDWARD B JR ONE STATE FARM PLAZA BLOOMINGTON, IL 61710		X		

Signatures

Edward B. Rust Jr.; L.J. Huxtable,
POA

03/22/2006

**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) Transactions executed by third-party money manager in Mr. Rust's financial portfolio without Mr. Rust's knowledge. All shares and prices are post-split from company's 2-for-1 stock split effective 7/13/05.

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.