#### **BURRITT DAVID B**

Form 4 March 04, 2008

### FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

January 31,

Check this box if no longer subject to Section 16.

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

Form 4 or Form 5 obligations

may continue.

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

**SECURITIES** 

response... 0.5

(Instr. 4)

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** BURRITT DAVID B	Issuer Name and Ticker or Trading  Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	CATERPILLAR INC [CAT] 3. Date of Earliest Transaction	(Check all applicable)		
100 N.E. ADAMS STREET	(Month/Day/Year) 03/03/2008	Director 10% Owner Sofficer (give title Other (specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PEORIA, IL 61629-5390	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)	Table I - Non-Derivative Securities A	canired, Disposed of, or Beneficially Owne		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership

Following (Instr. 4) Reported (A) Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3 and 4) Code V Amount (D) Price Common 30,279 (1)

Owned by Common 6,814 Ι Wife (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.

D

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

### Edgar Filing: BURRITT DAVID B - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Rights	\$ 73.2	03/03/2008		A	45,909	<u>(3)</u>	03/03/2018	Common	45,90
Restricted Stock Units	<u>(4)</u>	03/03/2008		A	2,450	(3)	(3)	Common	2,45

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

BURRITT DAVID B 100 N.E. ADAMS STREET PEORIA, IL 61629-5390

V.P./Chief Financial Officer

# **Signatures**

D. B. Burritt; L.J. Huxtable, POA

03/04/2008

\*\*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 9,736 shares in 401K and 421 shares in dividend reinvestment.
- (2) Reporting person disclaims beneficial ownership.
- (3) The restricted stock units and stock appreciation rights vest on March 3, 2011.
- (4) Each restricted stock unit represents a contingent right to receive one share of Caterpillar common stock.

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.

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