

Umpleby III Donald J
 Form 3
 January 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Umpleby III Donald J | | (Month/Day/Year) | CATERPILLAR INC [CAT] | |
| (Last) | (First) | (Middle) | 01/01/2013 | |
| 100 N.E. ADAMS STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PEORIA, IL 61629 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Group President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 24,318 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------|--------------|--------------|--------------|--------|---------------|-------------------|---|
| Employee Stock Option | 12/31/2004 | 06/08/2014 | Common Stock | 10,000 | \$ 38.6275 | D | Â |
| Employee Stock Option | 02/18/2005 | 02/18/2015 | Common Stock | 8,400 | \$ 45.6425 | D | Â |
| Employee Stock Option | 02/17/2009 | 02/17/2016 | Common Stock | 7,150 | \$ 72.05 | D | Â |
| Employee Stock Option | 03/02/2010 | 03/02/2017 | Common Stock | 3,341 | \$ 63.04 | D | Â |
| Employee Stock Option | 03/03/2011 | 03/03/2018 | Common Stock | 4,661 | \$ 73.2 | D | Â |
| Employee Stock Option | 03/02/2012 | 03/02/2019 | Common Stock | 6,619 | \$ 22.17 | D | Â |
| Employee Stock Option | 03/01/2013 | 03/01/2020 | Common Stock | 6,781 | \$ 57.85 | D | Â |
| Employee Stock Option | 03/07/2014 | 03/07/2021 | Common Stock | 22,696 | \$ 102.13 | D | Â |
| Employee Stock Option | 03/05/2015 | 03/05/2022 | Common Stock | 21,416 | \$ 110.09 | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 2,500 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 03/01/2013 | 03/01/2013 | Common Stock | 490 | \$ <u>(2)</u> | D | Â |
| Phantom Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 4,839 | \$ <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Umpleby III Donald J 100 N.E. ADAMS STREET PEORIA, IL 61629 | Â | Â | Â Group President | Â |

Signatures

D. J. Umpleby III; S.R.
Underwood, POA

01/11/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents restricted stock units (RSUs) awarded pursuant to the Caterpillar Inc. 2006 Long -Term Incentive Plan. Each RSU award vests in three annual installments beginning on the third anniversary of the initial grant date of May 1, 2012.
- (2) Each RSU represents the contingent right to receive one share of Caterpillar Inc. common stock.
- (3) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. 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.

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