

CATERPILLAR INC
Form 424B3
December 11, 2006

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-135123

Caterpillar Inc.

Common Stock

This is a supplement to the prospectus, dated June 19, 2006, relating to the resale by certain selling stockholders of up to 5,341,876 shares of common stock of Caterpillar Inc. and should be read together with that prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol CAT. The last reported sale price of our common stock on December 8, 2006 was \$63.40 per share.

As used in this prospectus supplement and the prospectus, the terms we, us, and our refer to Caterpillar Inc.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated December 11, 2006.

SELLING STOCKHOLDERS

The information in the table appearing under the heading "Selling Stockholders" beginning on page 2 of the prospectus is amended by adding the information below with respect to the JPMorgan Chase Foundation and superceding the information in the prospectus with respect to OEP Holding Corporation.

| Name | Number of Shares Owned Prior to the Offering | Number of Shares Offered Hereby |
|--------------------------------|--|---------------------------------|
| JP Morgan Chase Foundation (1) | 750,000 | 750,000 |
| OEP Holding Corporation (2) | 825,603 | 825,603 |

(1) The JPMorgan Chase Foundation's Investment Committee is comprised of the following individuals: Mark Kleinman, John Marion, Dalila Wilson-Scott and Neila Radin.

(2) OEP Holding Corporation is ultimately controlled by JPMorgan Chase & Co., a publicly traded company, who may therefore be deemed the beneficial owner of the shares being offered by OEP Holding Corporation.