CATERPILLAR INC
Form 4
April 03, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* **Thompson Richard L.**	2. Issuer Name **and** Ticker or Trading Symbol **Caterpillar Inc. CAT**		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director _ 10% Owner X Officer (give title below) _ Other (specify below) **Group President**
(Last) (First) (Middle) **100 N.E. Adams Street**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) **560-50-9802**	4. Statement for Month/Day/Year **04/03/03**	
(Street) **Peoria, IL 61629-7250**		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check 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 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	**03/31/03**							**83,915**[(1)]	**D**	
Common	**03/31/03**							**25,039**[(2)]	**I**	**Owned by Wife**[(3)]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership

(Instr. 3)	Derivative Security	(Month/ Day/ Year)	if any (Month/ Day/ Year)	(Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Year)		(Instr. 3 & 4)			Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Phantom Stock Units	**1 for 1**	**03/31/03**	**04/03/03**	**A**	**V**	**928**		(4)	**(4)**	**Common**	**928**			**D**	

Explanation of Responses:

(1) This amount includes 12,055 shares in EIP-1, 5463 shares in 401K, 7138 shares in SEIP and 5816 shares in dividend reinvestment.
(2) This amount includes 3667 shares in dividend reinvestment.
(3) Reporting person disclaims beneficial ownership.
(4) The reported phantom sock units were acquired under Caterpillar Inc.'s deferred employee investment plan and will be settled upon the reporting persons retirement or other termination of service.

By: /s/ **Richard L. Thompson** **04/03/03**
L.J. Huxtable, Power of Attorney Date
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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