FIFE EUGENE V Form 4 June 15, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person FIFE EUGENE V	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	CATERPILLAR INC [CAT]			
(Last) (First) (Middl	e) 3. Date of Earliest Transaction	•		
ZERO COURT SQUARE	(Month/Day/Year) 06/14/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHARLOTTESVILLE, VA 2290	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities Ac	equired, Disposed	of, or Beneficia	ally 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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 Indirect Beneficial Ownership (Instr. 4)
Common					20,000	D	
Common					2,000	I	Owned by Daughter & Son (1)

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.

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

Edgar Filing: FIFE EUGENE V - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercis	sable and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)			onof Derivative			Underlying S	
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired	(Month/Day/Y	ear)	(Instr. 3 and	4)
(1115111-0)	Derivative		(ividina 2 ujv 1 cui)	(1115111 0)	(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4, and 5)				
					,				Amour
						Date Exercisable	Expiration Date	Title	or Number
				Code V	(A) (D)				Shares
Stock									
Appreciation Right	on \$ 66.765	06/14/2006		A	7,000	06/14/2006	06/14/2016	Common	7,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
FIFE EUGENE V ZERO COURT SQUARE CHARLOTTESVILLE, VA 22902	X					

Signatures

Eugene V. Fife; L.J. Huxtable, POA 06/15/2006

**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) Reporting person disclaims beneficial ownership.

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.

Reporting Owners 2