#### **CATERPILLAR INC**

Form 4

September 06, 2016

FO	R	M	4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

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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

See Instruction

1(b).

(Print or Type Responses)

Name and Address of Reporti Johnson Denise C	S	Symbol	Name and PILLAR			ng	5. Relationship of Issuer		
(Last) (First)  100 N.E. ADAMS STREE	(1	. Date of I Month/Da 09/01/20	-	ansaction			DirectorX Officer (give below)		Owner or (specify
(Street)			dment, Dat h/Day/Year)	_	I		6. Individual or Jo Applicable Line) _X_ Form filed by 0		
PEORIA, IL 61629							Form filed by M Person	Iore than One Re	porting
(City) (State)	(Zip)	Table	I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Month/Day/Ye (Instr. 3)	execution I any (Month/Day	Date, if y/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (Instr. 3,	spose	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock 09/01/2016			F	285 (1)	D	\$ 81.29	6,682	D	
Common Stock							900	I	Held by Jerry Johnson Trust
Common Stock							2,733	I	Held by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Plan (2)

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						*	Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Denise C

100 N.E. ADAMS STREET Group President

**PEORIA, IL 61629** 

# **Signatures**

D.C. Johnson; G.

Acker, POA 09/06/2016

\*\*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) Represents shares withheld from the reporting person solely to satisfy tax obligations arising from the vesting of restricted stock units granted on 09/01/2011.
- (2) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2016.

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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