CATERPILLAR INC

Form 4

January 13, 2003

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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 & Dye's Instant Form 4 Filer www.section16.net

1. Name and Ad Shaheen Geral			ne and Ticl Inc. CAT	ker or T	Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First) (M	of Reporting Person, if an entity (voluntary)					atement for th/Day/Year 3/03	10° X °	Director 10% Owner X Officer (give title below) Other (specify below)			
				35	9-34-7547					<u>oup</u> esident		
	(Street)							Amendment,			oint/Group Filing	
Peoria, IL 6162						Date of Original (Month/Day/Year)		(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)	T	able	I Non-D	erivati	ive Secu	rities Acquired	, Dispose	d of, or Benef	icially Owned	
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date, if any	3. Transaction Code	Code	4. Securities (A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)	
Common	01/13/03		F	V	813	D	46.76		49,846 (1)	D		

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

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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	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	ØMonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securition	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Year)	Year)		(Disp of (I (Inst 3, 4	D) tr.	1					(D) or Indirect (I)	
		Code	V	(A)		Exer-cisable			Amount or Number of Shares		(Instr. 4)	

Explanation of Responses:

(1) This amount includes 5182 shares in EIP-1, 303 shares in 401K and 3351 shares in SEIP.

By: /s/ G. L. Shaheen
L.J. Huxtable, Power of Attorney

<u>01/13/03</u> Date

**Signature of Reporting Person

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