

CATERPILLAR INC

Form 4

August 02, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Copeland Jananne A.

(Last) (First) (Middle)

100 N.E. ADAMS STREET

(Street)

PEORIA, IL 61629

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 and 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)	7. Nature of Ownership (Instr. 4)
Common Stock	07/29/2016		M	V Amount (A) or (D) Price 2,935 A \$ 63.04	5,439	D	
Common Stock	07/29/2016		D	2,229 D \$ 82.97	3,210	D	
Common Stock	07/29/2016		S	706 D \$ 82.95 (1)	2,504	D	
Common Stock					4,159 (2)	I	Held by 401(k) Plan

Edgar Filing: CATERPILLAR INC - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Appreciation Right	\$ 63.04	07/29/2016		M	2,935	03/02/2010 03/02/2017	Common Stock 2,935
Phantom Stock Units	(3)	07/29/2016		A	31 (4)	(5) (5)	Common Stock 31

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Copeland Jananne A. 100 N.E. ADAMS STREET PEORIA, IL 61629	Chief Accounting Officer

Signatures

J. A. Copeland; G. Acker, POA 08/02/2016

**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).

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at

- (1) prices ranging from \$82.95 to \$82.96, inclusive. The reporting person undertakes to provide to Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of Securities and Exchange Commission, upon request, full information.
- (2) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2016.

Edgar Filing: CATERPILLAR INC - Form 4

- (3) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

This total includes 21 shares that were credited to the reporting person's account under the Supplemental Deferred Compensation Plan (the "Plan") at a price per share of \$82.76 and 10 shares that were contributed to the reporting person's account pursuant to the terms of the Plan for no consideration.

- (5) The phantom stock units were acquired under the Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.

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.