CATERPILLAR INC

Form 4

January 13, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Weekington, D.C. 20540

COMMISSION OMB APPROVAL 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

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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 Add			ne and Tic Inc. CAT	ker or 7	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Western Donald G. (Last) (First) (Middle) 901 W. Washington, CV 4110				rting ity (ntification Na Person, voluntary)	Number	Mor	tatement for nth/Day/Year 13/03	1(X O	Director			
East Peoria, IL						Date of Original (Month/Day/Year)		. Individual or Joint/Group Filing Check Applicable Line) CForm filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip)	Т	able	I Non-D	erivati	ive Secu	rities Acquired	ed, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction C (Instr. 8 Code	ode	4. Securitie (A) or Disp (Instr. 3, 4 Amount	es Acqu posed o	of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner- ship Form:	7. Nature of Indirect Beneficial		
Common	01/13/03		F	V	768	D	46.76		41,889 (1)	D			

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

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

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)		(Disposed of (D) (Instr. 3, 4 &					,	(D) or Indirect (I)	
		Code	V	(A)		Exer-cisable		Amount or Number of Shares		(Instr. 4)	

Explanation of Responses:

(1) This amount includes 11877 shares in EIP-1, 237 shares in 401K and 3265 shares in SEIP.

By: /s/ <u>Donald G. Western</u> L.J. Huxtable, Power of Attorney <u>01/13/03</u> 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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