CATERPILLAR INC

Form 4

January 13, 2003

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

OMB APPROVAL

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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 Ad Owens James V			me and Tio	cker or	P	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last)	of Reporting Person,					Statement for onth/Day/Year /13/03	<u>X</u> C	Director 10% Owner X Officer (give title below) Other (specify below) Group President					
(Street) Peoria, IL 61629-7230							Da	7. Individual or Joint/Group Filing (Check Applicable Line) (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			ble Line) One Reporting More than One		
(City)) (State) (Zip)	T	able	e I Non-l	Deriva	tive Se	curities Acquire	d, Disposed of, or Beneficially Owned				
1. Title of 2. Trans- 2A. Deemed Security action Execution Date, (Month/ Day/ if any			3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Year) (Month/Day/ Code Year)		V	Amount (A) Proof (D)		Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)					
Common	01/13/03		F	V	1607	D	46.7	6	32,362 <u>(1)</u>	D			
Common	01/13/03								40,934		Held in Revocable Trust		

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)

_	(***B**) *******, ***********************												
1	. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
I	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
5	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial	
		Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	

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

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(Instr. 3)	Derivative Security	(Month/ Day/	`	(Instr. 8)		Secu Acq (A) Disp of (I	uire or oose			(Insti	:. 3 & 4)	Following Reported Transaction(s)	of Derivative Security: Direct (D) or	(Instr. 4)
						(Ins 3, 4 5)	&		L		T.		Indirect (I) (Instr. 4)	
				Code	V	(A)		Exer-cisable	-		Amount or Number of Shares			

Explanation of Responses:

(1) This amount includes 13,739 shares in EIP-1 and 2,179 shares in SEIP.

By: /s/ James W. Owens
L.J. Huxtable, Power of Attorney

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).