

CATERPILLAR INC
Form 10-K/A
May 27, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____.

Commission File No. 1-768

CATERPILLAR INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

37-0602744
(IRS Employer I.D. No.)

100 NE Adams Street, Peoria, Illinois
(Address of principal executive offices)

61629
(Zip Code)

Registrant's telephone number, including area code: (309) 675-1000

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------------------------|---|
| Common Stock (\$1.00 par value) | Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc. |
| Preferred Stock Purchase Rights | Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc. |
| 9% Debentures due April 15, 2006 | New York Stock Exchange |
| 9 3/8% Debentures due August 15, 2011 | New York Stock Exchange |
| 9 3/8% Debentures due March 15, 2021 | New York Stock Exchange |
| 8% Debentures due February 15, 2023 | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes []
No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes []
No []

As of December 31, 2004, there were 342,936,949 shares of common stock of the Registrant outstanding, and the aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming only for purposes of this computation that directors and officers may be affiliates) was \$32,772,664,307.

Documents Incorporated by Reference

None

Explanatory Note: On February 24, 2005 the registrant filed its Form 10-K with the Securities and Exchange Commission for the year ended December 31, 2004. The registrant hereby amends its' Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2004 to add 11-K filings for the following company benefit plans: Employees' Investment Plan (Exhibit 99.3); Savings and Investment Plan (Exhibit 99.4); Tax Deferred Savings Plan (Exhibit 99.5); and 401(k) Plan (Exhibit 99.6). The certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 are also provided.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

| | (b) | Exhibits: |
|------|-----|---|
| 31.1 | | Certification of James W. Owens, Chairman and Chief Executive Officer of Caterpillar Inc., as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | | Certification of David B. Burritt, Chief Financial Officer of Caterpillar Inc., as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | | Certification of James W. Owens, Chairman and Chief Executive Officer of Caterpillar Inc. and David B. Burritt, Chief Financial Officer of Caterpillar Inc., as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.3 | | Form 11-K for Caterpillar Inc. Employees' Investment Plan. |
| 99.4 | | Form 11-K for Solar Turbines Incorporated Savings and Investment Plan. |
| 99.5 | | Form 11-K for Caterpillar Inc. Tax Deferred Savings Plan. |
| 99.6 | | Form 11-K for Caterpillar 401(k) Plan. |

**Form 10-K
SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CATERPILLAR INC.
(Registrant)

May 26, 2005

By:

/s/ James B. Buda

Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the company and in the capacities and on the dates indicated.

| | | |
|--------------|----------------------------------|--|
| May 26, 2005 | <u>/s/ James W. Owens</u> | Chairman of the Board, Director and Chief Executive Officer |
| May 26, 2005 | <u>/s/ Stuart L. Levenick</u> | Group President |
| May 26, 2005 | <u>/s/ Douglas R. Oberhelman</u> | Group President |
| May 26, 2005 | <u>/s/ Gerald L. Shaheen</u> | Group President |
| May 26, 2005 | <u>/s/ Gerard R. Vittecoq</u> | Group President |
| May 26, 2005 | <u>/s/ Steven H. Wunning</u> | Group President |
| May 26, 2005 | <u>/s/ David B. Burritt</u> | Vice President and Chief Financial Officer |
| May 26, 2005 | <u>/s/ Bradley M. Halverson</u> | Controller and Chief Accounting Officer |

| | | |
|--------------|--------------------------------|----------|
| May 26, 2005 | <u>/s/ W. Frank Blount</u> | Director |
| May 26, 2005 | <u>/s/ John R. Brazil</u> | Director |
| May 26, 2005 | <u>/s/ John T. Dillon</u> | Director |
| May 26, 2005 | <u>/s/ Eugene V. Fife</u> | Director |
| May 26, 2005 | <u>/s/ Gail D. Fosler</u> | Director |
| May 26, 2005 | <u>/s/ Juan Gallardo</u> | Director |
| May 26, 2005 | <u>/s/ David R. Goode</u> | Director |
| May 26, 2005 | <u>/s/ Peter A. Magowan</u> | Director |
| May 26, 2005 | <u>/s/ William A. Osborn</u> | Director |
| May 26, 2005 | <u>/s/ Gordon R. Parker</u> | Director |
| May 26, 2005 | <u>/s/ Charles D. Powell</u> | Director |
| May 26, 2005 | <u>/s/ Edward B. Rust, Jr.</u> | Director |
| May 26, 2005 | <u>/s/ Joshua I. Smith</u> | Director |