

Halverson Bradley M
Form 3
January 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Halverson Bradley M		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2013		
100 N.E. ADAMS STREET			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Group President	
PEORIA,Â ILÂ 61629				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,964	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option	02/18/2005	02/18/2015	Common Stock	21,000	\$ 45.6425	D	Â
Employee Stock Option	02/17/2009	02/17/2016	Common Stock	17,000	\$ 72.05	D	Â
Employee Stock Option	03/02/2010	03/02/2017	Common Stock	9,935	\$ 63.04	D	Â
Employee Stock Option	03/03/2011	03/03/2018	Common Stock	9,306	\$ 73.2	D	Â
Employee Stock Option	03/02/2012	03/02/2019	Common Stock	14,092	\$ 22.17	D	Â
Employee Stock Option	03/01/2013	03/01/2020	Common Stock	9,449	\$ 57.85	D	Â
Employee Stock Option	03/07/2014	03/07/2021	Common Stock	22,696	\$ 102.13	I	By Halverson Children's Trust
Employee Stock Option	03/05/2015	03/05/2022	Common Stock	21,416	\$ 110.09	I	By Halverson Children's Trust
Phantom Stock Units	Â (1)	Â (1)	Common Stock	8,633	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	2,500	\$ (4)	D	Â
Restricted Stock Units	03/01/2013	03/01/2013	Common Stock	458	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halverson Bradley M 100 N.E. ADAMS STREET PEORIA, IL 61629	Â	Â	Â Group President	Â

Signatures

Bradley M. Halverson; S. R.
Underwood, POA

01/11/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) The phantom stock units were acquired under the Caterpillar Inc. deferred employee investment plan and will be settled 100% in cash upon the reporting person's retirement or separation from service.

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- (2) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (3) Represents restricted stock units (RSUs) awarded pursuant to the Caterpillar Inc. 2006 Long -Term Incentive Plan. Each RSU award vests in three equal annual installments beginning on the third anniversary of the initial grant date of May 1, 2012.
- (4) Each RSU represents the contingent right to receive one share of Caterpillar Inc. common stock.

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.