

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-07-11** | Period of Report: **2011-07-08**

SEC Accession No. [0000740761-11-000061](#)

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REPORTING OWNER

Rogers Theodore C

CIK: **1297864**

Type: **4** | Act: **34** | File No.: [001-00871](#) | Film No.: **11961358**

Mailing Address

AMERICAN INDUSTRIAL
PARTNERS

551 FIFTH AVENUE, SUITE
3800

NEW YORK NY 10176-3801

ISSUER

BUCYRUS INTERNATIONAL INC

CIK: **740761** | IRS No.: **390188050** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **3532** Mining machinery & equip (no oil & gas field mach & equip)

Mailing Address

P O BOX 500

1100 MILWAUKEE AVENUE

SOUTH MILWAUKEE WI

53172-0500

Business Address

P O BOX 500

1100 MILWAUKEE AVENUE

SOUTH MILWAUKEE WI

53172-0500

4147684000

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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 subject to Section 16. Form 4 or
 Form 5 obligations may
 continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

1. Name and Address of Reporting Person Rogers Theodore C			2. Issuer Name and Ticker or Trading Symbol BUCYRUS INTERNATIONAL INC [BUCY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2011					
AMERICAN INDUSTRIAL PARTNERS, 551 FIFTH AVENUE, SUITE 3800								
(Street) NEW YORK, NY 10176-3801			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/08/2011		<u>D</u>		14,916.5062	D	(1)	0	I	By Plan (2)
Common Stock	07/08/2011		<u>D</u>		21,766	D	(1)	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

1. Shares of Common Stock were converted into the right to receive \$92.00 per share pursuant to an Agreement and Plan of Merger, dated November 14, 2010, by and among Bucyrus International, Inc., Caterpillar Inc. and Badger Merger Sub, Inc.

2. Receipt of shares deferred under the Company's Non-Employee Directors Deferred Compensation Plan.

Signatures

/s/Theodore C. Rogers

** Signature of Reporting Person

07/11/2011

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.