

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**

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REPORTING OWNER

Stephens Barbara H

CIK: **1408316**

Type: **4** | Act: **34** | File No.: [001-00871](#) | Film No.: **11962648**

Mailing Address

P. O. BOX 500

1100 MILWAUKEE AVENUE

SOUTH MILWAUKEE WI 53172

ISSUER

BUCYRUS INTERNATIONAL INC

CIK: **740761** | IRS No.: **390188050** | State of Incorpor.: **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

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 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 Stephens Barbara H			2. Issuer Name and Ticker or Trading Symbol BUCYRUS INTERNATIONAL INC [BUCY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Senior VP - Human Resources	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2011			
P. O. BOX 500, 1100 MILWAUKEE AVENUE						
(Street)			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 _____ Form Filed by More than One Reporting Person	
SOUTH MILWAUKEE, WI 53172						
(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>		4,641	D	(1)	0	D	
Common Stock	07/08/2011		<u>D</u>		525	D	(1)	0	D	
Common Stock	07/08/2011		<u>D</u>		800	D	(1)	0 (2)	D	
Common Stock	07/08/2011		<u>D</u>		5,400	D	(1)	0 (2)	D	
Common Stock	07/08/2011		<u>D</u>		1,500	D	(1)	0 (2)	D	
Common Stock	07/08/2011		<u>D</u>		2,850	D	(1)	0 (2)	D	
Common Stock	07/08/2011		<u>D</u>		250	D	(1)	0	I	In IRA
Common Stock	07/08/2011		<u>D</u>		200	D	(1)	0	I	By Spouse
Common Stock	07/08/2011		<u>D</u>		1,000	D	(1)	0	I	By Spouse in IRA

**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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number				

										of Shares				
Stock Appreciation Rights	\$59.48	07/08/2011		<u>D</u>			5,040	(3)	02/23/2020	Common Stock	5,040	(4)	0	D
Stock Appreciation Rights	\$13.52	07/08/2011		<u>D</u>			16,387	(5)	02/24/2019	Common Stock	16,387	(4)	0	D
Stock Appreciation Rights	\$51.69	07/08/2011		<u>D</u>			1,950	(6)	02/20/2018	Common Stock	1,950	(4)	0	D

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. (the "Merger Consideration").
2. Prior to consummation of the merger, each outstanding share of restricted stock became fully vested and free of restrictions, and was converted into the Merger Consideration.
3. Prior to consummation of the merger, the stock appreciation rights would have vested 10%, 15%, 25% and 50%, respectively, on December 31, 2010, 2011, 2012 and 2013.
4. The stock appreciation rights were canceled in the merger and the reporting person became entitled to receive a cash payment equal to the product of (i) the number of shares of common stock subject to such stock appreciation right and (ii) the amount, if any, by which \$92.00 exceeds the exercise price per share of such stock appreciation right.
5. Prior to consummation of the merger, the stock appreciation rights would have vested 10%, 15%, 25% and 50%, respectively, on December 31, 2009, 2010, 2011 and 2012.
6. Prior to consummation of the merger, the stock appreciation rights would have vested 10%, 15%, 25% and 50%, respectively, on December 31, 2008, 2009, 2010 and 2011.

Signatures

/s/Barbara H. Stephens

** 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.

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