

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-11** | Period of Report: **2013-01-01**  
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### REPORTING OWNER

#### Halverson Bradley M

CIK: **1307061**

Type: **3** | Act: **34** | File No.: **001-00768** | Film No.: **13525335**

Mailing Address  
*100 N.E. ADAMS STREET  
PEORIA IL 61629*

### ISSUER

#### CATERPILLAR INC

CIK: **18230** | IRS No.: **370602744** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3531** Construction machinery & equip

Mailing Address  
*100 NE ADAMS ST  
PEORIA IL 61629*

Business Address  
*100 NE ADAMS ST  
PEORIA IL 61629  
3096751000*

# 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

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

**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	

**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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option	02/18/2005	02/18/2015	Common Stock	21,000	\$45.6425	D	
Employee Stock Option	02/17/2009	02/17/2016	Common Stock	17,000	\$72.05	D	
Employee Stock Option	03/02/2010	03/02/2017	Common Stock	9,935	\$63.04	D	
Employee Stock Option	03/03/2011	03/03/2018	Common Stock	9,306	\$73.2	D	
Employee Stock Option	03/02/2012	03/02/2019	Common Stock	14,092	\$22.17	D	
Employee Stock Option	03/01/2013	03/01/2020	Common Stock	9,449	\$57.85	D	
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	(1)	(1)	Common Stock	8,633	(2)	D	

Restricted Stock Units	(3)	(3)	Common Stock	2,500	(4)	D	
Restricted Stock Units	03/01/2013	03/01/2013	Common Stock	458	(4)	D	

**Explanation of Responses:**

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.
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.

**Signatures**

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

\*\* Signature of Reporting Person

01/11/2013

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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