

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-11** | Period of Report: **2013-01-01**
SEC Accession No. [0000018230-13-000037](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

Umpleby III Donald J

CIK: **1566320**

Type: **3** | Act: **34** | File No.: **001-00768** | Film No.: **13525661**

Mailing Address

*100 N.E. ADAMS STREET
PEORIA IL 61629-6490*

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	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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

1. Name and Address of Reporting Person <u>Umpleby III Donald J</u> (Last) (First) (Middle) <u>100 N.E. ADAMS STREET</u> (Street) <u>PEORIA, IL 61629</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>CATERPILLAR INC [CAT]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <p style="text-align: center;"><u>Group President</u></p>	5. 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
---	---	---	--

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	24,318	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	12/31/2004	06/08/2014	Common Stock	10,000	\$38.6275	D	
Employee Stock Option	02/18/2005	02/18/2015	Common Stock	8,400	\$45.6425	D	
Employee Stock Option	02/17/2009	02/17/2016	Common Stock	7,150	\$72.05	D	
Employee Stock Option	03/02/2010	03/02/2017	Common Stock	3,341	\$63.04	D	
Employee Stock Option	03/03/2011	03/03/2018	Common Stock	4,661	\$73.2	D	
Employee Stock Option	03/02/2012	03/02/2019	Common Stock	6,619	\$22.17	D	
Employee Stock Option	03/01/2013	03/01/2020	Common Stock	6,781	\$57.85	D	
Employee Stock Option	03/07/2014	03/07/2021	Common Stock	22,696	\$102.13	D	
Employee Stock Option	03/05/2015	03/05/2022	Common Stock	21,416	\$110.09	D	

Restricted Stock Units	(1)	(1)	Common Stock	2,500	(2)	D	
Restricted Stock Units	03/01/2013	03/01/2013	Common Stock	490	(2)	D	
Phantom Stock Units	(3)	(3)	Common Stock	4,839	(4)	D	

Explanation of Responses:

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

Signatures

D. J. Umpleby III; 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.

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.

POWER OF ATTORNEY

Know all by these presents, that in connection with my service as an officer of Caterpillar Inc. (the "Company"), the undersigned hereby constitutes and appoints each, Christopher M. Reitz, Patrick G. Holcombe, Chad J. Wiener, Joni J. Funk, Stephanie R. Underwood, Gina D. Acker and Elizabeth A. Schimmelpennig as the undersigned's true and lawful attorneys-in-fact to:

- (1) prepare, execute in the undersigned's name and in the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, passphrases, enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any other rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of the Company, Forms 144, 3, 4 and 5, and all and any amendments thereto, in accordance with Section 16(a) of the Exchange Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 144, 3, 4 or 5 or any amendment thereto and timely file such forms and any amendments thereto with the SEC and any securities exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of January 2013.

Signature: /s/ Donald J. Umpleby III

Name: Donald J. Umpleby III