Edgar Filing: CATERPILLAR INC - Form 4

| CATERPILLAR Form 4 | | | | | | | | | | |
|--|--|--|-------------|--|---------------------------|---|--|--|---|---|
| January 05, 2016 | | | | | | | | OMB A | PPROVAL | |
| FORM 4 | UNITED | STATES | | | | | COMMISSIO | N OMB Number: | 3235-028 | 7 |
| if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. | Check this box if no longer subject toSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.ExpSection 16. Form 4 or Form 5 obligations may continue. See InstructionStatement Company Act of 1934, 30(h) of the Investment Company Act of 1940Exp | | | | | | | Estimated burden hou response | urs per | 5 |
| (Print or Type Respo | nses) | | | | | | | | | |
| 1. Name and Addres GALLARDO JU | | Person <u>*</u> | Symbol | er Name and RPILLAR | | | 5. Relationship o Issuer | of Reporting Per eck all applicabl | | |
| (Last) 100 N.E. ADAM | `````` | Middle) | | of Earliest T Day/Year) 2015 | ransaction | | X_ Director Officer (giv below) | 109 | % Owner her (specify | |
| PEORIA, IL 616 | (Street) 529 | | | endment, D onth/Day/Yea | - | ıl | 6. Individual or Applicable Line) _X_ Form filed by Form filed by Person | | erson | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| | ansaction Date hth/Day/Year) | 2A. Deema Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, 4 | (A) or of (D) | 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) | |
| Reminder: Report or | n a separate line | for each cl | ass of sect | urities bene: | Perso inform requir | ns who res nation cont red to resp ays a curre | or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Price |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof | Expiration Date | Underlying Securities | Derivativ |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | | (Instr. 5) |

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| | Derivative Security | | | | Acqui (A) or Dispos of (D) (Instr. and 5) | r osed) . 3, 4, | | | | | |
|--------------------------|------------------------|------------|------|---|--|---------------------------|---------------------|--------------------|-----------------|--|---------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Unit | <u>(1)</u> | 12/31/2015 | А | | 547 (2) | | (3) | (3) | Common Stock | 547 | \$ 68.5 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|--|----------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLARDO JUAN 100 N.E. ADAMS STREET PEORIA, IL 61629 | Х | | | |
| Signatures | | | | |
| Juan Gallardo T.; G. Acker, POA | 0 | 1/05/2016 | | |
| **Signature of Reporting Person | | Date | | |

Explanation of Responses:

- * 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).
- (1) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
- (2) Phantom stock units awarded or acquired in lieu of director cash compensation.
- (3) The phantom stock units were acquired under the Caterpillar Inc. Director's Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
- (4) Includes adjustments for dividends accrued.

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.