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| CATERPILL. Form 4 | AR INC | | | | | | | | |
|---|--|---------------------------------|--------------|---|---|--|--|---|--------------------|
| December 01, | , 2008 | | | | | | | | |
| FORM | 4 | | CECUD | | ID EVC | | | т | PPROVAL |
| | UNITED | SIAIES | | hington, I | | | COMMISSION | OMB Number: | 3235-0287 |
| Check this if no longe | | | | | Expires: | January 31, 2005 | | | |
| subject to Section 16 Form 4 or Form 5 | | GES IN B SECURI | | stimated average Irden hours per | | | | | |
| obligation: may contin <i>See</i> Instruct 1(b). | s Section 17(a | a) of the l | Public Uti | lity Holdi | ng Comp | | ge Act of 1934, of 1935 or Sectio 40 | on | |
| (Print or Type Ro | esponses) | | | | | | | | |
| 1. Name and Ac GOODE DA | 2. Issuer Name and Ticker or Trading Symbol CATERPILLAR INC [CAT] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| <i></i> | | | - | 1] | (Check all applicable) | | | | |
| (Last) THREE CON | 3. Date of Earliest Transaction (Month/Day/Year) 11/28/2008 | | | | _X_ Director10% Owner Officer (give titleOther (specify below)below) | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| NORFOLK, | VA 23510-2191 | | | | | | Person | More than One Re | eporting |
| (City) | (State) | (Zip) | Table | I - Non-De | rivative So | ecurities Ac | quired, Disposed o | of, or Beneficial | lly Owned |
| (Instr. 3) any | | on Date, if Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (D) Price | (Instr. 3 and 4) | | |
| Common | | | | | | | 43,892 <u>(1)</u> | D | |
| Reminder: Repo | rt on a separate line | for each cl | ass of secur | ities benefic | ially owne | d directly or | indirectly. | | |
| | | | | | informa required | tion conta d to respoi s a current | oond to the collect ined in this form nd unless the for tly valid OMB cor | are not m | 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 | Transacti | onof | Expiration Date | Underlying Securities | Derivativ |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8 | 3) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Security (Instr. 5) |
|---------------------------|---|------------|-------------------------|-------------------|----|---|-----|---------------------|--------------------|------------------|--|------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | <u>(2)</u> | 11/28/2008 | | A | | 660 | | (3) | <u>(3)</u> | Common | 660 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | | | | | |
|---|----------|------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191 | Х | | | | | | | |
| Signatures | | | | | | | | |
| David R. Goode; L.J. Huxtable, POA | 1 | 2/01/2008 | | | | | | |
| **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) Included in this amount are 2088 shares in dividend reinvestment.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The phantom stock units were accrued under the Caterpillar Inc. director's deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in November 2008 at a price between \$33.895 and \$40.19 per share.

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. gn="center" border="0" cellpadding="0" cellspacing="0" id="hangingindent" width="100%" style="MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt">4.2.2

Form of Warrant - \$.60 exercise price.

- 10.1 Securities Purchase Agreement, dated September 26, 2006, by and among Newgold and the investor named therein.
- 10.2 Registration Rights Agreement, dated September 26, 2006, by and among Newgold and the investor named therein.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 28, 2006 NEWGOLD, INC.

By: <u>/s/ James W. Kluber</u> James W. Kluber Chief Financial Officer (Duly Authorized Officer)