Edgar Filing: CALHOUN DAVID L - Form 4

CALHOUN D Form 4										
October 02, 20	Л							PPROVAL		
	UNITEDS	TATES SECUR Was	ITIES Al hington, l			COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	Filed pursu Section 17(a)	ENT OF CHANG uant to Section 16 of the Public Ut 30(h) of the Inv	GES IN F SECURI 6(a) of the ility Hold	Expires: Estimated a burden hou response	irs per					
(Print or Type Re	sponses)									
1. Name and Ad CALHOUN I	dress of Reporting Po DAVID L	Symbol	Name and PILLAR		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 100 N.E. AD.	(First) (Mi	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2012				XDirector10% Owner Officer (give titleOther (specify below) below)			
	(Street)		ndment, Dat th/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
PEORIA, IL		Zin)				Person				
						quired, Disposed o				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code Disposed 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)			
Common					(_)	2,109	D			
Reminder: Repor	t on a separate line f	or each class of secur	ities benefic	•	•	•				
				informa require	ation conta d to respon	oond to the collec ined in this form nd unless the for ity 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

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) See Ac (A Dis of (In	rivativ curities quired) or sposed (D) str. 3, 4 1 5)	, ,	y/Year)	(Instr. 3 and	4)	Security (Instr. 5)
				Code N	7 (4	A) (E) Date Exercisabl	Expiration e Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	09/28/2012		А	14	45	(2)	(2)	Common	145	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
CALHOUN DAVID L 100 N.E. ADAMS STREET PEORIA, IL 61629	Х						
Signatures							
David L. Calhoun; S.R. Under	wood,						
POA	10/02/2012						
**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) 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.
- (3) The units were valued in September 2012 on the basis of the issuer's common stock price, 145 units at a price of \$86.02.

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. ent, *see* Instruction 6 for procedure.

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