

PARKER GORDON R
Form 4
April 10, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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| 1. Name and Address of Reporting Person* Parker Gordon R. | | | 2. Issuer Name and Ticker or Trading Symbol Caterpillar Inc. CAT | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner __ Officer (give title below) Other (specify below) | | | |
|---------------------------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 516-42-7483 | | | 4. Statement for Month/Day/Year 04/09/03 | | | | |
| 2724 Castle Glen Court | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | |
| (Street) Castle Rock, CO 80104 | | | | | | 7. 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 | | | | |
| (City) (State) (Zip) | | | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common | 04/09/03 | | | | | | 7856⁽¹⁾ | D | | |

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------|
|--------------------------------------------|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------|

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| | | | | | of (D) (Instr. 3, 4 & 5) | | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | (Instr. 4) | (D) or Indirect (I) (Instr. 4) |
|--------------------------------------|--------------|-----------------|------------------------|----------|--------------------------------|------------|----------------------|-------------------------|-------------|----------------------------------------|-------------|--------------------------------------------|
| | | | Code | V | (A) | (D) | | | | | | |
| Option (NQ)⁽²⁾ | 52.06 | 04/09/03 | J⁽³⁾ | V | 4000 | (3) | 04/09/13 | Common | 4000 | (3) | 4000 | D |

Explanation of Responses:

(1) This amount includes 306 shares in dividend reinvestment.

(2) This option was granted with attached tax withholding rights.

(3) Grant to reporting person of option to buy 4000 shares of common stock under the company's 1996 Stock Option Plan in transaction exempt under old Rule 16B-3. The option becomes exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

By: /s/ **Gordon R. Parker**

04/10/03

L.J. Huxtable, Power of Attorney

Date

**Signature of Reporting Person

**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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