

Johnson Denise C
Form 4
July 31, 2017

FORM 4

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

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Denise C

(Last) (First) (Middle)
100 N.E. ADAMS STREET
(Street)

PEORIA, IL 61629

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/27/2017		M		17,141	A	\$ 89.75 24,149
Common Stock	07/27/2017		S		17,141	D	\$ 114.02 7,008 (1)
Common Stock	07/27/2017		M		25,152	A	\$ 96.31 32,160
Common Stock	07/27/2017		S		25,152	D	\$ 114.02 7,008 (1)
	07/27/2017		M		31,888	A	\$ 83 38,896

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Common Stock									
Common Stock	07/27/2017		S	31,888	D	\$ 144.02 <u>(1)</u>	7,008	D	
Common Stock	07/27/2017		M	14,778	A	\$ 74.77	21,786	D	
Common Stock	07/27/2017		S	14,788	D	\$ 114.02 <u>(1)</u>	7,008	D	
Common Stock							916	I	Held by Jerry Johnson Trust
Common Stock							3,338 <u>(2)</u>	I	Held by 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Derivative 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 89.75	07/27/2017		M	17,141	03/04/2016	03/04/2023	Common Stock	17,141
Employee Stock Option	\$ 96.31	07/27/2017		M	25,152	03/03/2017	03/03/2024	Common Stock	25,152
Employee Stock Option	\$ 83	07/27/2017		M	31,888	<u>(3)</u>	03/02/2025	Common Stock	31,888

Employee
Stock
Option

\$ 74.77

07/27/2017

M

14,778

(3)

03/07/2026

Common
Stock

14,788

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Denise C 100 N.E. ADAMS STREET PEORIA, IL 61629			Group President	

Signatures

Denise C. Johnson; G.
Acker, POA

07/31/2017

__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).

The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at

- (1) prices ranging from \$113.815 to \$114.10, inclusive. The reporting person undertakes to provide Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, full information.
- (2) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2017.
- (3) Stock options vest equally in 1/3 increments beginning on the first anniversary of the grant date.

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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