**CATERPILLAR INC** 

Form 4

January 13, 2003

## FORM 4

\_ Check this box if no longer subject to Section

obligations may continue.

16. Form 4 or Form 5

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Ao  Colgan Kevin			ne <b>and</b> Tick I <b>nc. CAT</b>	ter or T	rading S	Symbol	mbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	of Repor	ting	tification N Person, oluntary)	umber	Montl	4. Statement for Month/Day/Year 01/13/03		Director 10% Owner X Officer (give title below) Other (specify below)				
			321	1-48-5186				Trea	asurer			
	(Street)						5. If Amendment, Date of Original		7. Individual or Joint/Group Filing (Check Applicable Line)			
Peoria, IL 6162						(Month/Day/Year)		X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City	T	able	I Non-D	erivati	ve Secu	rities Acquired,	d of, or Benef	or Beneficially Owned				
(City) (State) (Zip)  1. Title of 2. Trans- 2A. Deemed Execution (Instr. 3) Date Date,		3. Transaction C	Code	4. Securitie (A) or Disp (Instr. 3, 4	es Acqu posed o	ired f (D)			6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common 01/13/03		F	V	88	D	46.76		<b>23,356</b> (1)	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(org.) parsy carred warrants, operans, convertible securities,													
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of	Date	Date,	Code	Derivati	Me Ionth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative		if any		Securition	<b>¥</b> ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative			
		-		8)	(A) or				Reported	Security:			
		Year)	Year)		Dispose	d			Transaction(s)	Direct			
I	I	I	I	l	I		I	l	I				

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				(	of (I	))					(Instr. 4)	(D)	l	ı
												or	l	ı
				(	(Inst	r.						Indirect		
					3, 4	&						(I)		
				4	5)							(Instr. 4)		
			Code	V	(A)	(D)	Date	Expira-	Title	Amount				
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				

Explanation of Responses:

(1) This amount includes 11,542 shares in EIP-1 and 3697 shares in 401K.

By: /s/ K. E. Colgan
L.J. Huxtable, Power of Attorney

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).