

MAGOWAN PETER A  
Form 4  
March 04, 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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Magowan Peter A.</b>			2. Issuer Name and Ticker or Trading Symbol <b>Caterpillar Inc. CAT</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>565-56-8893</b>		4. Statement for Month/Day/Year <b>02/28/03</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Pacific Bell Park 24 Willie Mays Plaza					5. If Amendment, Date of Original (Month/Day/Year)					
(Street) <b>San Francisco, CA 94107</b>										
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 Transactions(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			
<b>Common</b>	<b>02/28/03</b>							<b>21,068<sup>(1)</sup></b>	<b>D</b>	
<b>Common</b>	<b>02/28/03</b>							<b>1400</b>	<b>I</b>	<b>By Trust<sup>(2)</sup></b>

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 Derivative	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security	(Month/ Day/ Year)	(Month/ Day/ Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
					(Instr. 3, 4 & 5)							
<b>Phantom Stock Units</b>	<b>1 for 1</b>	<b>(3)</b>	<b>02/28/03</b>	<b>A</b>	<b>V</b>	<b>183</b>	<b>(3)</b>	<b>(3)</b>	<b>Common</b>	<b>183</b>	<b>(3)</b>	<b>D</b>

Explanation of Responses:

(1) Included in this amount are 450 dividend reinvestment shares.

(2) Reporting person disclaims beneficial ownership.

(3) The phantom stock units were accrued under the Caterpillar Inc. directors deferred compensation plan and are to be settled 100% in cash upon the reporting person's retirement. The stock was acquired in February 2003 at a price between \$42.53 and \$47.125 per share.

By: /s/ **Peter A. Magowan**

**L. J. Huxtable, Power of Attorney**

\*\*Signature of Reporting Person

**03/04/03**

Date

\*\*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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