

# 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

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br>Dennis A. Muilenburg<br>100 N.E. Adams Street<br>Peoria IL 61629 | 2. Issuer Name and Ticker or Trading Symbol<br>[CAT]                                      | 5. Relationship of Reporting Person(s) to Issuer (check all applicable)<br>_X_ Director      ___ 10% Owner<br>___ Officer (give title below)      ___ Other (specify below) |
|  | 3. Date of Earliest Transaction Required to be Reported<br>(Month/Day/Year)<br>05/09/2016 |   |
|  | 4. If amendment, Date Original Filed (Month/Day/Year)                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More Than One Reporting Person                   |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(mm/dd/yy) | 2A. Deemed<br>Execution<br>Date, if any<br>(mm/dd/yy) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, & 5) |                  |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3, & 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--------------------------------------|---|--------------------------------------|---|---|------------------|-------------|--|--|---|
|                                    |                                      |   | Code                                 | V | Amount  | (A)<br>or<br>(D) | Price       |  |  |   |
| Common Stock                       | 05/09/2016                           |   | P                                    |   | 1,128   | A                | \$71.01 (1) | 7,628  | 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).

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 (cont.)

Name and Address of Reporting Person  
Dennis A. Muilenburg  
100 N.E. Adams Street  
Peoria IL 61629

Issuer Name and Ticker or Trading Symbol  
[CAT]

Period Of Report  
05/09/2016

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Con-<br>version or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Trans-<br>action Date<br>(mm/dd/yy) | 3A. Deemed<br>Execution<br>Date, if any<br>(mm/dd/yy) | 4. Trans-<br>action<br>Code<br>(Instr. 8) |   | 5. No. of Derivative<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, & 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(mm/dd/yy) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 & 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. No. of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Trans-<br>action(s)<br>(Instr. 3, &<br>4) | 10.<br>Ownership<br>Form of<br>Derivative<br>Securities:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|---|---|---|-----|--|--------------------|---|----------------------------------|---|--|---|--|
|   |   |  |   | Code                                      | V | (A)   | (D) | Date Exer-<br>cisable                                    | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |   |  |   |  |
|   |   |  |   |   |   |   |     |  |                    |   |                                  |   |  |   |  |

## Explanation of Responses:

(1) - The purchase price reported in Column 4 is a weighted average purchase price. The corresponding shares were purchased in multiple transactions at prices ranging from \$71.01 to \$71.02, inclusive. The reporting person undertakes to provide to Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of Securities and Exchange Commission, upon request, full information .

By: Dennis A. Muilenburg; G. Acker, POA  
\*\*Signature of Reporting Person

3/9/2016  
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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