LAVIN RICHARD P Form 4 March 04, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Lavin Richa			me and Tic	eker or	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Las	of Reporting Person,					Statement for onth/Day/Year /03/03	X	Director 10% Owner X Officer (give title below) Other (specify below)					
		324 40 3001						P	<u>Vice</u> President				
(Street) Peoria, IL 61629-4190							Da	5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(C	Table I Non-Derivative Sec					Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)		4. Securities Acqui (A) or Disposed of (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)			
Common	03/03/03		A (3)	V	950	A			9476 (1)	D			
Common	03/03/03								1	I	Owned by Daughter (2)		

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

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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	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	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Instr. 3)	(Month/ Day/	`	(Instr. 8)		Secon Acq (A) Disp of (Instant)	uire or oose D) tr.			(Instr. 3 & 4)		Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I)	(Instr. 4)	
			Code	V	(A)		Exer-cisable	-		Amount or Number of Shares		(Instr. 4)		

Explanation of Responses:

- (1) This amount includes 1401 shares in EIP-1, 1233 shares in 401K, 847 shares in SEIP and 99 shares in dividend reinvestment.
- (2) Custodial Account
- (3) Restricted stock awarded pursuant to Caterpillar Inc. 1996 Stock Option and Long-Term Incentive Plan.

By: /s/ R. P. Lavin
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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).