

CATERPILLAR INC
Form DEFA14A
May 26, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant: X

Filed by a Party other than the Registrant:

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule
14a-6(e)(2))

Definitive Proxy Statement

X Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Caterpillar Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than
the Registrant)

Payment of Filing Fee (Check the appropriate box):

X No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Chairman and Chief Executive Officer
Caterpillar Inc.
Peoria, IL 61629

May 26, 2011

Dear Sir or Madam:

We had a strong 2010 and are off to an even better start this year. Our management team is charged up and ready to deliver results. As we near our annual meeting, I encourage you to pay particular attention to the following matters that have been presented for your consideration:

Vote FOR the election of David Calhoun

Dave is a former GE Vice Chairman (high tech manufacturing) and is the current Chief Executive Officer of The Nielsen Company (branding and marketing). You can imagine the insight someone with that combination would bring to our board of directors. Although he has drawn the scrutiny of ISS because he presently sits on three other public company boards, his board service does not violate our policy for outside directors and he has not had attendance issues. Let's not miss out on this terrific opportunity to get an expert in global marketing, branding and manufacturing working for you.

Vote AGAINST Majority Voting Election Standard – Stockholder Proposal 8

In lieu of majority voting, our board has adopted a director resignation policy. The policy provides that any director nominee who receives a greater number of votes "withheld" than votes "for" must tender his or her resignation for consideration by the board of directors. Evaluation of these resignations is a serious matter for the Caterpillar board. Last year four Caterpillar directors, in compliance with this policy, offered to resign because of a change in their professional circumstances or age. In each case the board accepted these resignations. The board greatly respects your vote; however, in light of rigid ISS rules and the automatic application of its recommendations by many shareholders, we believe it is useful to have the board conduct a final review of the specific circumstances surrounding any large "withhold" vote.

Vote AGAINST Special Stockholder Meetings – Stockholder Proposal 9

Last year we amended our charter to eliminate the staggered or "classified" board. All directors are now up for election annually, so to the extent the proponent's rationale for the proposal is to allow stockholders to change out the board, there is already an annual opportunity to do so. All Caterpillar directors, except me, are independent. Your directors must exercise their business judgment in accordance with their fiduciary duties in determining whether there is a need for stockholders to take action outside of the annual meeting process. We don't believe that a small group of stockholders will be in a better position than the board to make that decision.

Thank you for your support.

Sincerely,

/s/ Douglas R. Oberhelman
Douglas R. Oberhelman
Chairman & CEO
