Ainsworth William P Form 3 March 01, 2019

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CATERPILLAR INC [CAT] Ainsworth William P (Month/Day/Year) 03/01/2019 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 510 LAKE COOK (Check all applicable) ROAD, Â SUITE 100 (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting **Group President** Person DEERFIELD, ILÂ 60015 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 51,800 Common Stock 4,130 (1) I Held by 401(k) Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	or Exercise		6. Nature of Indirect Beneficial Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options	03/02/2016	03/02/2025	Common Stock	15,199	\$ 83	D	Â
Employee Stock Options	(2)	03/07/2026	Common Stock	30,964	\$ 74.77	D	Â
Employee Stock Options	(3)	03/06/2027	Common Stock	69,486	\$ 95.66	D	Â
Employee Stock Options	(4)	03/05/2028	Common Stock	33,774	\$ 151.12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
Ainsworth William P						
510 LAKE COOK ROAD	â	â	Group President	â		
SUITE 100	А	А	A Group President	A		
DEERFIELD, IL 60015						

Signatures

/s/ Barbara Thomas, POA for William P.
Ainsworth

03/01/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The information in this report is based on a 401(k) plan statement dated as of 2/28/2019.
- (2) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 7, 2016 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
- (3) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 6, 2017 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.
- (4) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan on March 5, 2018 and vest equally in 1/3 increments on each of the first, second and third anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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