

CATERPILLAR INC  
Form 8-K  
February 22, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**FORM 8-K**  
Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 17, 2006**

**CATERPILLAR INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-768**  
(Commission File Number)

**37-0602744**  
(IRS Employer Identification No.)

**100 NE Adams Street, Peoria, Illinois**  
(Address of principal executive offices)

**61629**  
(Zip Code)

Registrant's telephone number, including area code: **(309) 675-1000**

Former name or former address, if changed since last report: **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

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On February 17, 2006, the Compensation Committee authorized the following with respect to the 2006 compensation of the company's named executive officers as defined in Regulation S-K Item 402(a)(3).

	2006 Salary	Bonus for 2005 Performance <sup>1</sup>	Shares of Restricted Stock <sup>2</sup>	Stock-settled Stock Appreciation Rights Granted <sup>2</sup>	2003-2005 Long Term Cash Performance Plan Payouts <sup>3</sup>
James W. Owens	\$ 1,350,000	\$ 1,384,605		300,000	\$ 2,500,000
Stuart L. Levenick	\$ 641,250	\$ 504,425	1,000	105,000	\$ 842,889
Douglas R. Oberhelman	\$ 721,250	\$ 589,321	1,000	110,000	\$ 1,094,631
Gerald L. Shaheen	\$ 721,250	\$ 604,331		95,000	\$ 1,094,631
G�rard L. Vittecoq <sup>4</sup>	\$ 698,537	\$ 583,023		95,000	\$ 989,047
Steven H. Wunning	\$ 657,750	\$ 520,148		95,000	\$ 902,756

<sup>1</sup>Granted under the Executive Short Term Incentive Compensation Plan (Ex.10.5 to 2004 10-K) and based on company performance versus profit per share and 6 Sigma value proposition metrics set by the Compensation Committee in February 2005.

<sup>2</sup>Granted under the 1996 Stock Option and Long Term Incentive Plan (Ex. 10.1 to the 2004 10-K).

<sup>3</sup>Granted under the 1996 Stock Option and Long Term Incentive Plan (Ex.10.1 to the 2004 10-K) and based on company performance from 2003 through 2005 against profit relative per share growth and return on equity metrics set by the Compensation Committee in February 2003.

<sup>4</sup>Estimated based on exchange rate for Swiss francs as of December 31, 2005.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CATERPILLAR INC.**

February 22, 2006

By:

*/s/James B. Buda*

James B. Buda  
Vice President