

CATERPILLAR INC
Form 10-K/A
January 21, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File No. 1-768

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 I.D. 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

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|---------------------------------|---|
| Common Stock (\$1.00 par value) | Chicago Stock Exchange New York Stock Exchange Pacific Exchange, Inc. |
| Preferred Stock Purchase Rights | Chicago Stock Exchange New York Stock Exchange |

| | |
|---------------------------------------|-------------------------|
| | Pacific Exchange, Inc. |
| 9% Debentures due April 15, 2006 | New York Stock Exchange |
| 6% Debentures due May 1, 2007 | New York Stock Exchange |
| 9 3/8% Debentures due August 15, 2011 | New York Stock Exchange |
| 9 3/8% Debentures due March 15, 2021 | New York Stock Exchange |
| 8% Debentures due February 15, 2023 | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

As of December 31, 2001, there were 343,376,444 shares of common stock of the Registrant outstanding, and the aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming only for purposes of this computation that directors and officers may be affiliates) was \$17,667,556,467.

Documents Incorporated by Reference

None

The registrant hereby amends its' Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2001 to include signature pages for the previously filed Form 10-K/A and to include signature pages for the following previously filed exhibits: 11-K filings for the Company's Foreign Service Employees' Stock Purchase Plan (Exhibit 99.1), Employees' Investment Plan (Exhibit 99.2), Solar Turbines Incorporated Savings and Investment Plan (Exhibit 99.3), and Tax Deferred Savings Plan (Exhibit 99.4). The certification required by Section 302 of the Sarbanes-Oxley Act of 2002 is also provided.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(c) Exhibits:

| | |
|------|---|
| 99.1 | Form 11-K for Foreign Service Employees' Stock Purchase Plan. |
| 99.2 | Form 11-K for Employees' Investment Plan. |
| 99.3 | Form 11-K for Savings and Investment Plan. |
| 99.4 | Form 11-K for Tax Deferred Savings Plan. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CATERPILLAR INC.

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(Registrant)

January 21, 2003

By: /s/ James B. Buda
Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

| | | |
|------------------|----------------------------------|---|
| January 21, 2003 | <u>/s/ Glen A. Barton</u> | Chairman of the Board, Director and Chief Executive Officer |
| January 21, 2003 | <u>/s/ Vito H. Baumgartner</u> | Group President |
| January 21, 2003 | <u>/s/ Douglas R. Oberhelman</u> | Group President |
| January 21, 2003 | <u>/s/ James W. Owens</u> | Group President |
| January 21, 2003 | <u>/s/ Gerald L. Shaheen</u> | Group President |
| January 21, 2003 | <u>/s/ Richard L. Thompson</u> | Group President |
| January 21, 2003 | <u>/s/ F. Lynn McPheeters</u> | Vice President and Chief Financial Officer |
| January 21, 2003 | <u>/s/ David B. Burritt</u> | Controller and Chief Accounting Officer |

| | | |
|------------------|------------------------------|----------|
| January 21, 2003 | <u>/s/ W. Frank Blount</u> | Director |
| January 21, 2003 | <u>/s/ John R. Brazil</u> | Director |
| January 21, 2003 | <u>/s/ John T. Dillon</u> | Director |
| January 21, 2003 | <u>/s/ Eugene V. Fife</u> | Director |
| January 21, 2003 | <u>/s/ Juan Gallardo</u> | Director |
| January 21, 2003 | <u>/s/ David R. Goode</u> | Director |
| January 21, 2003 | <u>/s/ Peter A. Magowan</u> | Director |
| January 21, 2003 | <u>/s/ William A. Osborn</u> | Director |
| January 21, 2003 | <u>/s/ Gordon R. Parker</u> | Director |
| January 21, 2003 | <u>/s/ Charles D. Powell</u> | Director |
| January 21, 2003 | <u>/s/ Joshua I. Smith</u> | Director |

CERTIFICATIONS

I, Glen A. Barton, certify that:

1. I have reviewed this amended annual report on Form 10-K of Caterpillar Inc.;
2. Based on my knowledge, this amended annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amended annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this amended annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this amended annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this amended annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this amended annual report (the "Evaluation Date"); and
 - c) presented in this amended annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this amended annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

January 21, 2003

/s/ Glen A. Barton
(Glen A. Barton)

Chairman of the Board and
Chief Executive Officer

I, F. Lynn McPheeters, certify that:

1. I have reviewed this amended annual report on Form 10-K of Caterpillar Inc.;
2. Based on my knowledge, this amended annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amended annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this amended annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this amended annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this amended annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this amended annual report (the "Evaluation Date"); and
 - c) presented in this amended annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this amended annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

January 21, 2003

/s/ F. Lynn McPheeters Chief Financial Officer
(F. Lynn McPheeters)