



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4561

February 1, 2012

Christopher M. Reitz  
Caterpillar Inc.  
reitz\_christopher\_m@cat.com

Re: Caterpillar Inc.  
Incoming letter dated January 18, 2012

Dear Mr. Reitz:

This is in response to your letter dated January 18, 2012 concerning the shareholder proposal submitted to Caterpillar by the United Brotherhood of Carpenters Pension Fund. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu  
Senior Special Counsel

Enclosure

cc: Edward J. Durkin  
United Brotherhood of Carpenters and Joiners of America  
edurkin@carpenters.org

February 1, 2012

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Caterpillar Inc.  
Incoming letter dated January 18, 2012

The proposal requests that the board initiate the appropriate process to amend the company's governance documents to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections.

There appears to be some basis for your view that Caterpillar may exclude the proposal under rule 14a-8(i)(11). We note that the proposal is substantially duplicative of a previously submitted proposal that will be included in Caterpillar's 2012 proxy materials. Accordingly, we will not recommend enforcement action to the Commission if Caterpillar omits the proposal from its proxy materials in reliance on rule 14a-8(i)(11).

Sincerely,

Michael J. Reedich  
Special Counsel

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



**Caterpillar Inc.**  
Corporate Secretary  
100 NE Adams Street  
AB Building  
Peoria, IL 61629-6490  
309-494-6632 – phone  
309-494-1467 – fax  
reitz\_christopher\_m@cat.com

1934 Act/Rule 14a-8

January 18, 2012

*Via Electronic Mail*

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549  
*shareholderproposals@sec.gov*

Re: Caterpillar Inc. – Stockholder Proposal submitted by the United Brotherhood of Carpenters Pension Fund

Ladies and Gentlemen:

This letter is submitted by Caterpillar Inc., a Delaware corporation (“Caterpillar” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to notify the Securities and Exchange Commission (the “Commission”) of Caterpillar’s intention to exclude from its proxy materials for its 2012 Annual Meeting of Stockholders (the “2012 Annual Meeting”) a stockholder proposal (the “Proposal”) and statement in support thereof received from the United Brotherhood of Carpenters Pension Fund (the “Proponent”). Caterpillar intends to file its definitive proxy materials for the 2012 Annual Meeting on or about April 23, 2012. Pursuant to *Staff Legal Bulletin No. 14D* (November 7, 2008), this letter and its exhibits are being submitted via email to *shareholderproposals@sec.gov*. A copy of this letter and its exhibits will also be sent to the Proponent.

Caterpillar hereby respectfully requests confirmation that the staff (the “Staff”) of the Division of Corporation Finance will not recommend to the Commission that enforcement action be taken if Caterpillar excludes the Proposal from its 2012 Annual Meeting proxy materials pursuant to Rule 14a-8(i)(11) because the Company previously received a substantially duplicative proposal, which it will include in its 2012 proxy materials.

**THE PROPOSALS**

On December 5, 2011, the Company received a stockholder proposal for inclusion in its 2012 proxy materials (the “Prior Proposal” and together with the Proposal, the “Proposals”) submitted by The Firefighters’ Pension System of the City of Kansas City, Missouri, Trust requesting that the Company’s

board of directors “initiate the appropriate process to amend the Company’s governance documents...to provide that director nominees shall be elected by the affirmative vote of the majority of the votes cast...” Subsequently, on December 21, 2011, the Company received the Proposal, which also requests that the Company’s board of directors “initiate the appropriate process to amend the Company’s corporate governance documents...to provide that director nominees shall be elected by the affirmative vote of the majority of the votes cast...”

The Prior Proposal, received December 5, 2011 and attached hereto as Exhibit A, includes the following language:

**RESOLVED:** That the shareholders of Caterpillar Inc. (or the “Company”) hereby request that the Board of Directors initiate the appropriate process to amend the Company’s governance documents (certificate of incorporation or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

The Proposal, received December 21, 2011 and attached hereto as Exhibit B,<sup>1</sup> includes the following language:

Resolved: That the shareholders of Caterpillar, Inc. (“Company”) hereby request that the Board of Directors initiate the appropriate process to amend the Company’s corporate governance documents (certificate of incorporation or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

#### **BASIS FOR EXCLUSION**

**The Proposal may be excluded under Rule 14a-8(i)(11) because it substantially duplicates the Prior Proposal, which was previously submitted to the Company by another proponent, and which will be included in the Company’s proxy materials for the 2012 Annual Meeting.**

Rule 14a-8(i)(11) provides that a company may exclude a stockholder proposal if “the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company’s proxy materials for the same meeting.” In describing the predecessor to Rule 14a-8(i)(11), the Commission has stated that the purpose is “to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” *Exchange Act Release No. 12999* (November 22, 1976).

Pursuant to Staff precedent, the standard applied in determining whether proposals are substantially duplicative is whether the proposals present the same “principal thrust” or “principal focus.” See *Pacific Gas & Electric Co.* (avail. February 1, 1993). In this case, the Prior Proposal and the Proposal have the same principal thrust and focus because both Proposals request adoption of a majority of the votes cast standard for uncontested director elections and retention of the plurality vote standard for contested director elections.

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<sup>1</sup> Exhibit B also includes copies of all correspondence with the Proponent.

In fact, the resolution clauses of the Proposals contain nearly identical text. Set forth below is a blackline which shows the resolution paragraph of the Prior Proposal marked against the resolution paragraph of the Proposal. The text of the Proposal shows as the “new” version.

~~RESOLVED~~Resolved: That the shareholders of Caterpillar, Inc. (~~or the~~ “Company”) hereby request that the Board of Directors initiate the appropriate process to amend the Company’s corporate governance documents (certificate of incorporation or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

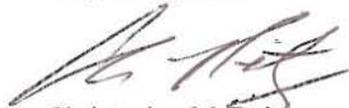
The text of the supporting statements provides additional evidence that the principal thrust of the proposals is the same. Both supporting statements (i) include a claim that changing the vote standard would “provide shareholders a meaningful role” in director elections; (ii) refer to the establishment of a “challenging vote standard for board nominees”; (iii) include a claim that adoption of the requested vote standard would improve the performance of both individual directors and the board; and (iv) contemplate a director resignation policy to reserve for the board “an important post-election role in determining the continued status of an unelected director.”

The Company intends to include the Prior Proposal in its 2012 proxy materials. The Proposal was received by the Company after the Prior Proposal, and both Proposals address the same subject matter. This is a classic situation in which Rule 14a-8(i)(11) permits exclusion.

**CONCLUSION AND REQUEST FOR RELIEF**

Based on the foregoing, I request your concurrence that the Proposal may be omitted from Caterpillar’s 2012 Annual Meeting proxy materials pursuant to Rule 14a-8(i)(11). If you have any questions regarding this request or desire additional information, please contact me at 309-494-6632.

Very truly yours,



Christopher M. Reitz  
Corporate Secretary

Attachments

cc: United Brotherhood of Carpenters Pension Fund

EXHIBIT A

CITY OF FOUNTAINS  
HEART OF THE NATION



KANSAS CITY  
MISSOURI

## Human Resources Department

The Firefighters' Pension System

12th Floor, City Hall  
414 East 12th Street  
Kansas City, Missouri 64106

(816) 513-1928  
Fax: (816) 513-1280

December 5, 2011

BY OVERNIGHT DELIVERY AND FAX  
(309-494-1467)

Caterpillar Inc.  
c/o Corporate Secretary  
100 NE Adams Street  
Peoria, IL 61629

Re: The Firefighters' Pension System of the City of Kansas City, Missouri, Trust

Dear Corporate Secretary:

In my capacity as Secretary of the Board of The Firefighters' Pension System of the City of Kansas City, Missouri, Trust (the "Fund"), I write to give notice that pursuant to the 2011 proxy statement of Caterpillar Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2012 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Fund's custodian documenting the Fund's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter is being sent under separate cover. The Fund also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting.

I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally.

Sincerely,

Richard G. Boersma  
Secretary

**RESOLVED:** That the shareholders of Caterpillar Inc. (or the “Company”) hereby request that the Board of Directors initiate the appropriate process to amend the Company’s governance documents (certificate of incorporation or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

**SUPPORTING STATEMENT:** In order to provide shareholders a meaningful role in director elections, Caterpillar’s director election vote standard should be changed to a majority vote standard. A majority vote standard would require that a nominee receive a majority of the votes cast in order to be elected. The standard is particularly well-suited for the vast majority of director elections in which only board nominated candidates are on the ballot. We believe that a majority vote standard in board elections would establish a challenging vote standard for board nominees and improve the performance of individual directors and entire boards. Our Company presently uses a plurality vote standard in all director elections. Under the plurality vote standard, a nominee for the board can be elected with as little as a single affirmative vote, even if a substantial majority of the votes cast are “withheld” from the nominee.

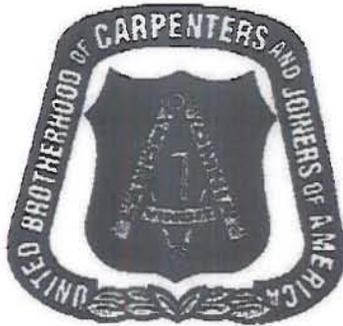
An increasing number of companies, including 3M Company, The Boeing Company, Deere & Co., General Dynamics Corp., and Honeywell International Inc., have adopted a majority vote standard for director elections. Additionally, these companies have adopted director resignation policies to address post-election issues related to the status of director nominees who fail to win election. Other companies, including our Company, have responded only partially to the call for change by simply adopting post-election director resignation policies.

We believe that a post-election director resignation policy without a majority vote standard in company bylaws or articles is an inadequate reform. The critical first step in establishing a meaningful majority vote policy is the adoption of a majority vote standard. With a majority vote standard in place, the board can then consider action on developing post-election procedures to address the status of directors that fail to win election. A majority vote standard combined with a post-election director resignation policy would establish a meaningful right for shareholders to elect directors, and reserve for

the board an important post-election role in determining the continued status of an unelected director.

We urge shareholders to vote **FOR** this proposal.

EXHIBIT B



United Brotherhood of Carpenters  
and Joiners of America  
101 Constitution Ave., N.W.  
Washington, DC 20001

Edward J. Durkin  
Director, Corporate Affairs Department

Telephone: 202-546-6206 EXT 221

Fax: 202-547-8979

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■DATE  
Wednesday, December 21, 2011

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■TO  
James B. Buda  
Corporate Secretary  
Caterpillar Inc.

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■SUBJECT  
Carpenter Pension Fund Shareholder Proposal

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■FAX NUMBER  
309-675-6886

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■FROM  
Ed Durkin

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■NUMBER OF PAGES (Including This Cover Sheet)  
3

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FAX TRANSMISSION ■



## UNITED BROTHERHOOD OF CARPENTERS AND JOINERS OF AMERICA

*Douglas J. McCarron*  
General President

**[SENT VIA OVERNIGHT DELIVERY AND FACSIMILE 309-675-6886]**

December 21, 2011

James B. Buda  
Corporate Secretary  
Caterpillar Inc.  
100 NE Adams Street  
Peoria, Illinois 61629

Dear Mr. Buda:

On behalf of the United Brotherhood of Carpenters Pension Fund ("Fund"), I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Caterpillar Inc. ("Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal relates to the vote standard for director elections, and is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission proxy regulations.

The Fund is the beneficial owner of 8,269 shares of the Company's common stock that have been held continuously for more than a year prior to this date of submission. The Fund intends to hold the shares through the date of the Company's next annual meeting of shareholders. The record holder of the stock will provide the appropriate verification of the Fund's beneficial ownership by separate letter. Either the undersigned or a designated representative will present the Proposal for consideration at the annual meeting of shareholders.

If you would like to discuss the Proposal, please contact Ed Durkin at [edurkin@carpenters.org](mailto:edurkin@carpenters.org) or at (202)546-6206 x221 to set a convenient time to talk. Please forward any correspondence related to the proposal to Mr. Durkin at United Brotherhood of Carpenters, Corporate Affairs Department, 101 Constitution Avenue, NW, Washington D.C. 20001 or via fax to (202) 547-8979.

Sincerely,

Handwritten signature of Douglas J. McCarron in cursive.

Douglas J. McCarron  
Fund Chairman

cc. Edward J. Durkin  
Enclosure



## **Director Election Majority Vote Standard Proposal**

**Resolved:** That the shareholders of Caterpillar, Inc. ("Company") hereby request that the Board of Directors initiate the appropriate process to amend the Company's corporate governance documents (certificate of incorporation or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

**Supporting Statement:** We urge the Caterpillar Board of Directors to establish a majority vote standard in uncontested director elections in order to provide shareholders a meaningful role in these important elections. The proposed majority vote standard requires that a director nominee receive a majority of the votes cast in an election in order to be formally elected. We believe that a majority vote standard in board elections establishes a challenging vote standard for board nominees, enhances board accountability, and improves the performance of boards and individual directors.

Over the past six years, nearly 80% of the companies in the S&P 500 Index have adopted a majority vote standard in company bylaws, articles of incorporation, or charter. These companies have also adopted a director resignation policy that establishes a board-centered post-election process to determine the status of any director nominee that is not elected. This dramatic move to a majority vote standard is in direct response to strong shareholder demand for a meaningful role in director elections. However, Caterpillar has responded only partially to the call for change, simply adopting a post-election director resignation policy that sets procedures for addressing the status of director nominees that receive more "withhold" votes than "for" votes. The plurality vote standard remains in place.

It is important to note that while the Caterpillar Board has not acted to establish a majority vote standard, many of its self-identified peer companies including 3M, Alcoa, Altria, American Express, ADM, Boeing, Cummins, Deere & Co., Dell, Dow Chemical Company, General Dynamics, General Electric, Honeywell, IBM, Johnson & Johnson, Lockheed Martin, Pfizer, United Technologies and Procter & Gamble Company have adopted majority voting. The Board should take this important first step in establishing a meaningful majority vote standard. With a majority vote standard in place, the Board can then act to adapt its director resignation policy to address the status of an unelected director. A majority vote standard combined with a post-election director resignation policy would establish a meaningful right for shareholders to elect directors at Caterpillar, while reserving for the Board an important post-election role in determining the continued status of an unelected director. We urge the Board to join the mainstream of major U.S. companies and establish a majority vote standard.

One West Monroe  
Chicago, Illinois 60603-5301  
Fax 312/267-8775



[SENT VIA FACSIMILE 309-675-6886]

January 3, 2012

James B. Buda  
Corporate Secretary  
Caterpillar Inc.  
100 NE Adams Street  
Peoria, Illinois 61629

Re: Shareholder Proposal Record Letter

Dear Mr. Buda:

By letter dated December 21, 2011, the United Brotherhood of Carpenters Pension Fund ("Fund") submitted a majority vote shareholder proposal to Caterpillar Inc. ("Company") pursuant to Rule 14a-8 of the U.S. Securities and Exchange Commission Rules. AmalgTrust serves as corporate co-trustee and custodian for the Fund and is the record holder for 8,269 shares of Caterpillar Inc. common stock held for the benefit of the Fund. The Fund has been a beneficial owner of at least 1% or \$2,000 in market value of the Company's common stock continuously for at least one year prior to the date of submission of the shareholder proposal submitted by the Fund pursuant to Rule 14a-8 of the Securities and Exchange Commission rules and regulations. The Fund continues to hold the shares of Company stock.

If there are any questions concerning this matter, please do not hesitate to contact me directly at 312-822-3220.

Sincerely,

Lawrence M. Kaplan  
Vice President

cc. Douglas J. McCarron, Fund Chairman  
Edward J. Durkin