

X Please mark your vote as in this example

Directors recommend a vote "FOR" Proposals 1-4, and "1 YEAR" on Proposal 5				Directors recommend a vote "AGAINST"										
1. Election of the following nominees as directors: Nominees: 01. David L. Calhoun 02. Daniel M. Dickinson 03. Eugene V. Fife 04. Juan Gallardo 05. David R. Goode 06. Jesse J. Greene, Jr. 07. Peter A. Magowan 08. Dennis A. Muilenburg		FOR	WITHHOLD	3. Approve Amended and Restated Caterpillar Inc. Executive Short-Term Incentive Plan.		FOR	AGAINST	ABSTAIN	6. Stockholder Proposal – Report on Political Contributions and Expenses.		FOR	AGAINST	ABSTAIN	
09. Douglas R. Oberhelman 10. William A. Osborn 11. Charles D. Powell 12. Edward B. Rust, Jr. 13. Susan C. Schwab 14. Joshua I. Smith 15. Miles D. White		<input type="checkbox"/>	<input type="checkbox"/>	4. Advisory Vote Approving Executive Compensation.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Stockholder Proposal – Executives to Retain Significant Stock.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
For, except vote withheld from the following nominee(s): _____		FOR AGAINST ABSTAIN		5. Advisory Vote on the Frequency of Executive Compensation Votes.		1 YEAR	2 YEARS	3 YEARS	ABSTAIN	8. Stockholder Proposal – Director Election Majority Vote Standard.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratify the appointment of independent registered public accounting firm for 2011		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Stockholder Proposal – Special Stockholder Meetings.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Stockholder Proposal – Independent Chairman of the Board.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				11. Stockholder Proposal – Review Global Corporate Standards.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Stockholder Proposal – Death Benefits Policy.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

DATE _____ 2011

SIGNATURE _____

SIGNATURE _____

NOTE: Please sign exactly as name appears hereon. If more than one owner, each must sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

▲ TO VOTE BY MAIL, PLEASE DETACH HERE ▲

YOUR VOTE IS IMPORTANT.

Please take a moment now to vote your shares of Caterpillar Inc. common stock for the upcoming Annual Meeting of Stockholders.

YOU CAN VOTE TODAY IN ONE OF THREE WAYS:

1. Vote by Telephone—Please call toll-free at 1-888-216-1363 on a touch-tone telephone and follow the simple recorded instructions. Then, if you wish to vote as recommended by the Board of Directors, simply press 1. If you do not wish to vote as the Board recommends, you need only respond to a few simple prompts. Your vote will be confirmed and cast as you directed. (Telephone voting is available for residents of the U.S. and Canada only.)

OR

2. Vote by Internet—Please access <https://www.proxyvotenow.com/cat> and follow the simple instructions on the screen. Please note you must type an "s" after "http".



You may vote by telephone or Internet 24 hours a day, 7 days a week. Your telephone or Internet vote authorizes the named proxies in the same manner as if you had marked, signed and returned a proxy card.

OR

3. Vote by Mail—If you do not wish to vote by telephone or over the Internet, please complete, sign, date and return the proxy card in the envelope provided to: Caterpillar Inc., c/o Innisfree M&A Incorporated, FDR Station, P.O. Box 5156, New York, NY 10150-5156.

PROXY AND VOTING INSTRUCTION



ANNUAL MEETING OF STOCKHOLDERS—JUNE 8, 2011

This proxy is solicited on behalf of the Board of Directors

At the Annual Meeting of Stockholders of Caterpillar Inc. (the “Company” or “Caterpillar”) on June 8, 2011, or at any adjournments thereof, the undersigned hereby (i) appoints Christopher C. SPEARS, Christopher M. REITZ and Joni J. FUNK, and each of them, proxies with power of substitution to vote the common stock of the undersigned and/or (ii) directs THE NORTHERN TRUST COMPANY, CIBC MELLON TRUST COMPANY or RELIANCE TRUST COMPANY, as Trustee, to appoint Christopher C. SPEARS, Christopher M. REITZ and Joni J. FUNK, and each of them, proxies with power of substitution to vote all shares of the Company’s stock credited to the accounts of the undersigned under any Caterpillar or subsidiary employee benefit plan at the close of business on April 11, 2011, as directed hereon on the following matters, and, in their discretion, on any other matters that may come before the meeting. For employee benefit plan participants, if the trustees have not received directions from the undersigned by 8:00 a.m. Eastern Time, on June 6, 2011, the trustees will act in accordance with the employee benefit plan documents.

You are encouraged to specify your choices by marking the appropriate boxes. However, if you wish to vote in accordance with the Board of Directors’ recommendations, simply sign and return this card.

This Proxy, when properly executed, will be voted in the manner you have directed. If you return a signed proxy with no direction given, it will be voted in accordance with the Board of Directors’ recommendations.

SEE REVERSE SIDE

▲ TO VOTE BY MAIL, PLEASE DETACH HERE ▲

PLEASE VOTE TODAY!

SEE REVERSE SIDE FOR THREE EASY WAYS TO VOTE.

ELECTRONIC DELIVERY OF PROXY MATERIALS

Sign up to receive next year’s proxy materials via the Internet. To sign up for this optional service, visit <https://www.proxyvotenow.com/cat>. Please note you must type an “s” after “http”.