

PIGOTT MARK C
Form 4
December 09, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 Person *
PIGOTT MARK C

(Last) (First) (Middle)
777 106TH AVENUE NE
(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PACCAR INC [PCAR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| COMMON STOCK | | | | (A) or (D) | 2,915,444 | D | |
| COMMON STOCK | | | | (A) or (D) | 123,286 | I | WIFE & CHILDREN |
| COMMON STOCK | | | | (A) or (D) | 1,308,892 | I ⁽¹⁾ | EASCLIFFE COMPANY |
| COMMON STOCK (SIP) ⁽²⁾ | | | | (A) or (D) | 62,581.224 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| STOCK OPTION <u>(3)</u> | \$ 10.62 | | | | | 01/01/2002 04/27/2009 | COMMON STOCK 310 |
| STOCK OPTION <u>(3)</u> | \$ 8.25 | | | | | 01/01/2003 01/25/2010 | COMMON STOCK 351 |
| STOCK OPTION <u>(3)</u> | \$ 10.2 | | | | | 01/01/2004 01/24/2011 | COMMON STOCK 342 |
| STOCK OPTION <u>(3)</u> | \$ 12.54 | | | | | 01/01/2005 01/23/2012 | COMMON STOCK 284 |
| STOCK OPTION <u>(3)</u> | \$ 13.96 | | | | | 01/01/2006 01/15/2013 | COMMON STOCK 248 |
| STOCK OPTION <u>(3)</u> | \$ 25.31 | | | | | 01/01/2007 01/15/2014 | COMMON STOCK 135 |
| STOCK OPTION <u>(3)</u> | \$ 32.11 | | | | | 01/01/2008 01/20/2015 | COMMON STOCK 173 |
| STOCK OPTION <u>(3)</u> | \$ 32.23 | | | | | 01/01/2009 01/26/2016 | COMMON STOCK 147 |
| STOCK OPTION <u>(3)</u> | \$ 44.56 | | | | | 01/01/2010 01/31/2017 | COMMON STOCK 112 |
| STOCK OPTION <u>(3)</u> | \$ 45.74 | | | | | 01/01/2011 01/30/2018 | COMMON STOCK 98 |
| COMMON STOCK (LTIP) <u>(4)</u> | <u>(4)</u> | 12/05/2008 | | <u>J</u> <u>(5)</u> | 218.41 | <u>(4)</u> <u>(4)</u> | COMMON STOCK 21 |
| COMMON STOCK (DICP) <u>(6)</u> | <u>(6)</u> | 12/05/2008 | | <u>J</u> <u>(7)</u> | 544.33 | <u>(6)</u> <u>(6)</u> | COMMON STOCK 54 |
| | <u>(8)</u> | 12/05/2008 | | <u>J</u> <u>(9)</u> | 166.41 | <u>(8)</u> <u>(8)</u> | COMMON STOCK 16 |

COMMON
STOCK
(DCP) ⁽⁸⁾

COMMON
STOCK

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PIGOTT MARK C 777 106TH AVENUE NE BELLEVUE, WA 98004 | X | | CHAIRMAN & CEO | |

Signatures

Mark C. Pigott 12/09/2008

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Shares held by a corporation in which Reporting Person is a shareholder. Holding is reported voluntarily as Reporting Person is not a controlling shareholder and has no voting or investment power with respect to the Issuer's securities.
- (2) Shares held in PACCAR Savings Investment Plan (SIP).
- (3) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).
- (4) Share units held in deferred phantom stock account under LTIP convertible to common stock on a one-for-one basis upon satisfaction of all applicable conditions.
- (5) Dividend on share units held in deferred phantom stock account under LTIP reinvested pursuant to LTIP.
- (6) Share units held in deferred phantom stock account under PACCAR Deferred Incentive Compensation Plan (DICP) convertible to common stock on a one-for-one basis upon satisfaction of all applicable conditions.
- (7) Dividend on share units held in deferred phantom stock account under DICP reinvested pursuant to DICP.
- (8) Share units held in deferred phantom stock account under PACCAR Deferred Compensation Plan (DCP) convertible to common stock on a one-for-one basis upon satisfaction of all applicable conditions.
- (9) Dividend on share units held in deferred phantom stock account under DCP reinvested pursuant to DCP.

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.