

PIGOTT MARK C
Form 4
February 07, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/02/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK (SIP) ⁽¹⁾					65,816.445	D	
COMMON STOCK					1,308,892	I ⁽²⁾	EASCLIFFE COMPANY
COMMON STOCK	03/02/2009		G		80,000	D	\$ 0
COMMON STOCK	03/02/2009		G		80,000	A	\$ 0
COMMON STOCK	02/03/2011		A ⁽⁵⁾		61,846	A	\$ 50.5
					2,835,443 ⁽³⁾	D	
					283,280 ⁽⁴⁾	I	
					2,897,289	D	

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

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SEC 1474
(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>(6)</u>	\$ 12.54					01/01/2005 01/23/2012	COMMON STOCK 28
STOCK OPTION <u>(6)</u>	\$ 13.96					01/01/2006 01/15/2013	COMMON STOCK 24
STOCK OPTION <u>(6)</u>	\$ 25.31					01/01/2007 01/15/2014	COMMON STOCK 13
STOCK OPTION <u>(6)</u>	\$ 32.11					01/01/2008 01/20/2015	COMMON STOCK 17
STOCK OPTION <u>(6)</u>	\$ 32.23					01/01/2009 01/26/2016	COMMON STOCK 14
STOCK OPTION <u>(6)</u>	\$ 44.56					01/01/2010 01/31/2017	COMMON STOCK 11
STOCK OPTION <u>(6)</u>	\$ 45.74					01/01/2011 01/30/2018	COMMON STOCK 9
STOCK OPTION <u>(6)</u>	\$ 30.81					01/01/2012 01/31/2019	COMMON STOCK 19
STOCK OPTION <u>(6)</u>	\$ 36.12					01/01/2013 02/02/2020	COMMON STOCK 13
STOCK OPTION <u>(6)</u>	\$ 50.5	02/03/2011		A ⁽⁶⁾	92,832	01/01/2014 02/03/2021	COMMON STOCK 92
COMMON STOCK (LTIP) <u>(7)</u>	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	COMMON STOCK 35,
COMMON STOCK (DICP) <u>(9)</u>	<u>(9)</u>					<u>(9)</u> <u>(9)</u>	COMMON STOCK 87,

COMMON
STOCK (11)
(DCP) (11)

(11)

(11)

COMMON 26,
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 by David C. Anderson
POA 02/07/2011

__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 in PACCAR Savings Investment Plan (SIP).
- (2) 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.
- (3) Total holdings amount reduced by 1 share to match stock ownership records.
- (4) Total holdings amount reduced by 6 shares to match stock ownership records
- (5) Restricted stock awarded under PACCAR Long Term Incentive Plan (LTIP).
- (6) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).
- (7) 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.
- (8) Includes 182.55 shares/share units that were incorrectly excluded from total derivative securities shown on form 4 filed on January 18, 2011.
- (9) 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.
- (10) Includes 454.96 shares/share units that were incorrectly excluded from total derivative securities shown on form 4 filed on January 18, 2011.
- (11) 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.
- (12) Includes 139.09 shares/share units that were incorrectly excluded from total derivative securities shown on form 4 filed on January 18, 2011.

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.