

PACCAR INC
Form 4
November 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
TEMBREULL MICHAEL A

(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)
11/06/2007

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)

VICE CHAIRMAN

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 | (A) or (D) | Price |
| COMMON STOCK | 11/06/2007 | | G | | 540 | D | <u>(1)</u> 73,345 ⁽²⁾ |
| COMMON STOCK (SIP) | | | | | | D | 85,313.027 ⁽³⁾ |

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

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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 or Number of Shares |
| STOCK OPTION <u>(4)</u> | \$ 13.95 | | | | | 01/01/2006 | 01/15/2013 | COMMON STOCK | 3,408 |
| STOCK OPTION <u>(4)</u> | \$ 25.31 | | | | | 01/01/2007 | 01/15/2014 | COMMON STOCK | 81,351 |
| STOCK OPTION <u>(4)</u> <u>(5)</u> | \$ 32.11 | | | | | 01/01/2008 | 01/20/2015 | COMMON STOCK | 83,983 |
| STOCK OPTION <u>(4)</u> <u>(6)</u> | \$ 32.23 | | | | | 01/01/2009 | 01/26/2016 | COMMON STOCK | 79,213 |
| STOCK OPTION <u>(4)</u> | \$ 44.56 | | | | | 01/01/2010 | 01/31/2017 | COMMON STOCK | 60,450 |
| COMMON STOCK (LTIP) <u>(7)</u> <u>(8)</u> | <u>(7)</u> | | | | | <u>(7)</u> | <u>(7)</u> | COMMON STOCK | 77,217.5 |
| COMMON STOCK (DICP) <u>(9)</u> <u>(8)</u> | <u>(9)</u> | | | | | <u>(9)</u> | <u>(9)</u> | COMMON STOCK | 51,591 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMBREULL MICHAEL A 777 106TH AVENUE NE BELLEVUE, WA 98004 | X | | VICE CHAIRMAN | |

Signatures

Michael A.
Tembreull

11/07/2007

 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) Bona fide gift - no consideration received.

(2) On September 11, 2007 PACCAR declared a stock dividend of one additional share of common stock for every two shares of common stock payable October 9, 2007 to all holders of record of common stock on September 25, 2007. As a result of the stock dividend the reporting person received 24,628 additional shares of PACCAR common stock. Reporting person received \$28.52 for a fractional share valued as of October 9, 2007.

(3) Shares held in PACCAR Savings Investment Plan (SIP). Number of shares adjusted to reflect 50% stock dividend.

(4) Option to buy awarded under PACCAR Long Term Incentive Plan. Number of derivative securities, underlying securities and price adjusted to reflect 50% stock dividend.

(5) Reporting person received \$12.46 for a fractional share valued as of October 9, 2007.

(6) Reporting person received \$12.40 for a fractional share valued as of October 9, 2007.

(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 vesting conditions.

(8) Number of securities adjusted to reflect 50% stock dividend.

(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 vesting conditions.

Remarks:

Fractional shares rounded to nearest 1/10.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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