

BARKLEY MICHAEL T
Form 4
February 06, 2012

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 *
BARKLEY MICHAEL T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VICE PRESIDENT/CONTROLLER

(Street)
BELLEVUE, WA 98004

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

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

(City) (State) (Zip)

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 (ESPP) ⁽¹⁾ | | | | | 5.85 | D | | |
| COMMON STOCK | 02/02/2012 | | A ⁽²⁾ | 882 | A | \$ 43.24 | 3,438 | D |
| COMMON STOCK (SIP) ⁽³⁾ | | | | | 14,581.958 | D | | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
| STOCK OPTION ⁽⁴⁾ | \$ 44.56 | | | | | 01/01/2010 01/31/2017 | COMMON STOCK | 8 |
| STOCK OPTION ⁽⁴⁾ | \$ 45.74 | | | | | 01/01/2011 01/30/2018 | COMMON STOCK | 8 |
| STOCK OPTION ⁽⁴⁾ | \$ 30.81 | | | | | 01/01/2012 01/31/2019 | COMMON STOCK | 13 |
| STOCK OPTION ⁽⁴⁾ | \$ 36.12 | | | | | 01/01/2013 02/02/2020 | COMMON STOCK | 12 |
| STOCK OPTION ⁽⁴⁾ | \$ 50.5 | | | | | 01/01/2014 02/03/2021 | COMMON STOCK | 8 |
| STOCK OPTION ⁽⁴⁾ | \$ 43.24 | 02/02/2012 | | A ⁽⁴⁾ | 13,662 | 01/01/2015 02/02/2022 | COMMON STOCK | 13 |
| COMMON STOCK (DCP) ⁽⁵⁾ | ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | COMMON STOCK | 457 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARKLEY MICHAEL T 777 106TH AVENUE NE BELLEVUE, WA 98004 | | | VICE PRESIDENT/CONTROLLER | |

Signatures

Michael T.
Barkley 02/06/2012

**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 Inc Employee Stock Purchase Plan (ESPP).

(2) Restricted stock awarded under PACCAR Long Term Incentive Plan (LTIP).

(3) Shares held in PACCAR Savings Investment Plan (SIP).

(4) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).

(5) 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 vesting conditions.

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.