TEMBREULL MICHAEL A

Form 4

January 08, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ 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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Address of TEMBREULL MICE				nd Ticker PCAR)	or Tra	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director								
(Last) (First	of Reporting Person,					4. Statement for Month/Day/Year 1/6/2003		10% Owner X Officer (give title below) Other (specify below)						
										VICE CHA	IRMAN			
(Str	eet)									7. Individual or Joint/Group Filing				
BELLEVUE, WA 98004									Date of Original (Month/Day/Year)		(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (St	ate) (Zip)		Table I Non-Derivative Securities Acquired, I											
1. Title of Security (Instr. 3)	Title of Security 2. Trans- 2A. Deer			3. Transaction Code		4. Securities Acc (A) or Disposed (Instr. 3, 4 & 5)		of (D) Securities Beneficially			6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Da Year)		Instr. 8 Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
COMMON STOCK										14,016	D			
COMMON STOCK (SIP)(1)									20,	524.2 <u>(2)</u>	D			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	(eig.) pars, early, warrants, operans, convertible securities,													
	1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. N		
ŀ	Derivative	sion or	action	Deemed	Trans-	of	and Expiration	of Underlying	Derivative	Derivative	Owner-	of In		
١	Security	Exercise	Date	Execution	action	Derivative	Date	Securities	Security	Securities	ship	Bene		
		Price of		Date,	Code	Securities	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Own		
	(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)			Owned	of Deriv-	(Inst		
		Security	Day/	(Month/	(Instr.	(A) or				Following	ative			
I						1				1]	1		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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		Year)	Year)	8)		Dispose (D) (Instr. 3,							Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect	
				Code	V		(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares		(I) (Instr. 4)		
STOCK OPTION	\$35.67							01/01/01		COMMON STOCK			37,876	D	
STOCK OPTION	\$35.85	5						01/01/02	04/27/09	COMMON STOCK	52,519		52,519	D	
STOCK OPTION	\$27.83							01/01/03	01/25/10	COMMON STOCK	63,915		63,915	D	
STOCK OPTION	\$34.42	2						01/01/04		COMMON STOCK	57,633		57,633	D	
STOCK OPTION	\$42.31							01/01/05	01/23/12	COMMON STOCK	47,934		47,934	D	
COMMON STOCK (LTIP)	N/A	01/06/03		J (3)		252.8 ₍₂₎		N/A	N/A	COMMON STOCK	252.8 ⁽²⁾	\$48.07	17,614.3 ⁽²⁾	D	
COMMON STOCK (DICP)	N/A	01/06/03		J (4)		156.7 <u>(2)</u>		N/A	N/A	COMMON STOCK	156.7 ⁽²⁾	\$48.07	10,918.6 ⁽²⁾	D	

Explanation of Responses:

- (1) Shares held in PACCAR Savings Investment Plan (SIP)).
- (2) All fractional shares rounded to nearest 1/10.
- (3) Dividend on share units held in deferred phantom stock account under PACCAR Long Term Incentive Plan (LTIP) reinvested pursuant to LTIP.
- (4) Dividend on share units held in deferred phantom stock account under PACCAR Deferred Incentive Compensation Plan (DICP) reinvested pursuant to DICP.

By: /s/ M. A. Tembreull by G. Glen Morie (per power of attorney)

1-08-03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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POWER OF ATTORNEY

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I, Michael A. Tembreull, hereby appoint and constitute G. Glen Morie and Janice M. D'Amato, acti

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 5th day of September

/s/ Michael A. Tembreull

Michael A. Tembreull