

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.

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