

TEMBREULL MICHAEL A
Form 4
May 09, 2008

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 *
TEMBREULL MICHAEL A

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2008

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

VICE CHAIRMAN

777 106TH AVENUE NE

(Street)

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

BELLEVUE, WA 98004

(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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| COMMON STOCK | 05/08/2008 | | G | | 950 | D | 132,951 |
| COMMON STOCK (SIP) ⁽²⁾ | | | | | | D | 87,854.335 |

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

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SEC 1474 (9-02)

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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 ⁽³⁾ | \$ 25.31 | | | | | 01/01/2007 | 01/15/2014 | COMMON STOCK | 34,759 |
| STOCK OPTION ⁽³⁾ | \$ 32.11 | | | | | 01/01/2008 | 01/20/2015 | COMMON STOCK | 83,983 |
| STOCK OPTION ⁽³⁾ | \$ 32.23 | | | | | 01/01/2009 | 01/26/2016 | COMMON STOCK | 79,213 |
| STOCK OPTION ⁽³⁾ | \$ 44.56 | | | | | 01/01/2010 | 01/31/2017 | COMMON STOCK | 60,450 |
| STOCK OPTION ⁽³⁾ | \$ 45.74 | | | | | 01/01/2011 | 01/30/2018 | COMMON STOCK | 52,776 |
| COMMON STOCK (LTIP) ⁽⁴⁾ | ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | COMMON STOCK | 79,310.3 |
| COMMON STOCK (DICP) ⁽⁵⁾ | ⁽⁵⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | COMMON STOCK | 52,990.3 |

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 04/09/2008

**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) Shares held in PACCAR Savings Investment Plan (SIP).
- (3) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP)
- (4) 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.
- (5) 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.

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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