

BARKLEY MICHAEL T
 Form 4
 February 13, 2019

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2019

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

SR. VICE PRESIDENT/CONTROLLER

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK	02/12/2019		M	13,662 A \$ 43.24	35,962	D	
COMMON STOCK	02/12/2019		S	13,662 D \$ 66.7385	22,300	D	
COMMON STOCK (ESPP) ⁽²⁾					5.85	D	
COMMON STOCK (SIP) ⁽³⁾					20,547.86 ⁽⁴⁾	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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(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 ⁽⁵⁾	\$ 43.24	02/12/2019		M	13,662	01/01/2015	02/02/2022	COMMON STOCK	13
STOCK OPTION ⁽⁵⁾	\$ 47.81					01/01/2016	02/06/2023	COMMON STOCK	11
STOCK OPTION ⁽⁵⁾	\$ 59.15					01/01/2017	02/07/2024	COMMON STOCK	9,
STOCK OPTION ⁽⁵⁾	\$ 62.46					01/01/2018	02/04/2025	COMMON STOCK	8,
STOCK OPTION ⁽⁵⁾	\$ 50					01/01/2019	02/04/2026	COMMON STOCK	17
STOCK OPTION ⁽⁵⁾	\$ 67.63					01/01/2020	02/07/2027	COMMON STOCK	12
STOCK OPTION ⁽⁵⁾	\$ 68.69					01/01/2021	02/07/2028	COMMON STOCK	11
STOCK OPTION ⁽⁵⁾	\$ 65.56					01/01/2022	02/06/2029	COMMON STOCK	15
COMMON STOCK (DCP) ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾	⁽⁶⁾	COMMON STOCK	982
STOCK UNITS (LTIP) ⁽⁷⁾	⁽⁷⁾					⁽⁷⁾	⁽⁷⁾	COMMON STOCK	5,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

BARKLEY MICHAEL T
777 106TH AVENUE NE
BELLEVUE, WA 98004

SR. VICE PRESIDENT/CONTROLLER

Signatures

Michael T. 02/13/2019
Barkley

**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).
The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from 66.72 to 66.79 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (1) Shares held in PACCAR Inc Employee Stock Purchase Plan (ESPP).
- (2) Shares held in PACCAR Savings Investment Plan (SIP).
- (3) Balance includes shares awarded under SIP (Company match) since date of last report in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (4) Option to buy awarded under PACCAR 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.
- (6) Restricted stock 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.

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.