

PACCAR INC
Form 4
November 17, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
BARKLEY MICHAEL T

(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)
11/14/2014

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)
VICE PRESIDENT/CONTROLLER

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 or Price | | |
| COMMON STOCK | 11/14/2014 | | M | | 5,000 A \$ 44.56 | D | |
| COMMON STOCK | 11/14/2014 | | S | | 5,000 D \$ 66.58 | D | |
| COMMON STOCK | 11/14/2014 | | M | | 5,000 A \$ 45.74 | D | |
| COMMON STOCK | 11/14/2014 | | S | | 5,000 D \$ 66.58 | D | |
| COMMON STOCK (ESPP) ⁽¹⁾ | | | | | 5.85 | D | |

COMMON
STOCK
(SIP) ⁽²⁾

16,304.821 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 required to respond unless the form displays a currently valid OMB control number.

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 Shares |
| STOCK OPTION ⁽³⁾ | \$ 44.56 | 11/14/2014 | | M | 5,000 | 01/01/2010 01/31/2017 | COMMON STOCK 5,000 |
| STOCK OPTION ⁽³⁾ | \$ 45.74 | 11/14/2014 | | M | 5,000 | 01/01/2011 01/30/2018 | COMMON STOCK 5,000 |
| STOCK OPTION ⁽³⁾ | \$ 30.81 | | | | | 01/01/2012 01/31/2019 | COMMON STOCK 10,000 |
| STOCK OPTION ⁽³⁾ | \$ 36.12 | | | | | 01/01/2013 02/02/2020 | COMMON STOCK 10,000 |
| STOCK OPTION ⁽³⁾ | \$ 50.5 | | | | | 01/01/2014 02/03/2021 | COMMON STOCK 8,700 |
| STOCK OPTION ⁽³⁾ | \$ 43.24 | | | | | 01/01/2015 02/02/2022 | COMMON STOCK 13,600 |
| STOCK OPTION ⁽³⁾ | \$ 47.81 | | | | | 01/01/2016 02/06/2023 | COMMON STOCK 11,700 |
| STOCK OPTION ⁽³⁾ | \$ 59.15 | | | | | 01/01/2017 02/07/2024 | COMMON STOCK 9,200 |
| COMMON STOCK (DCP) ⁽⁴⁾ | ⁽⁴⁾ | | | | | ⁽⁴⁾ ⁽⁴⁾ | COMMON STOCK 828,000 |

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 by Janice D'Amato
POA 11/17/2014

__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) 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 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.