

PACCAR INC  
Form 8-K  
April 23, 2010

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 19, 2010

## PACCAR Inc

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-14817**  
(Commission File Number)

**777 106<sup>th</sup> Avenue NE, Bellevue, WA 98004**

(Address of principal executive offices) (Zip Code)

**91-0351110**  
(IRS Employer

Identification No.)

Registrant's telephone number, including area code (425) 468-7400

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Item 502(f). On April 19, 2010, the Compensation Committee of the PACCAR Inc Board of Directors approved a Long Term Performance Cash Award ( LTIP Cash Award ) for the 2007-2009 cycle under the Company's Long Term Incentive Plan for the Named Executive Officers identified in the Company's March 10, 2010 proxy statement. The total compensation for each Named Executive Officer reported in the Summary Compensation Table on page 20 of the Company's 2010 proxy statement has been recalculated to include the LTIP Cash Award as follows:

| Named Executive Officer | Non-Equity<br>Incentive Plan<br>Compensation | Total Compensation |
|-------------------------|----------------------------------------------|--------------------|
|                         | LTIP Cash<br>Award                           |                    |
| M. C. Pigott            | \$ 3,034,200                                 | \$ 7,232,401       |
| T. E. Plimpton          | \$ 945,270                                   | \$ 3,661,297       |
| J. G. Cardillo          | \$ 616,077                                   | \$ 2,865,392       |
| D. D. Sobic             | \$ 272,118                                   | \$ 1,386,785       |
| R. E. Armstrong         | \$ 156,740                                   | \$ 1,156,128       |

**Item 5.07. Submission of Matters to a Vote of Security Holders**

(a) The annual meeting of stockholders was held on April 20, 2010.

(b) Following is a brief description and vote count of all items voted on at the annual meeting:

Item 1. Election of Directors. The following persons were elected to serve as Class III directors with a term expiring in 2013:

| Nominee                | Shares Voted | Shares    | Broker   |
|------------------------|--------------|-----------|----------|
|                        | For          | Withheld  | Nonvotes |
| Alison J. Carnwath     | 305,000,156  | 4,422,511 | 0        |
| Robert T. Parry        | 304,353,996  | 5,068,671 | 0        |
| John M. Pigott         | 307,191,209  | 2,231,458 | 0        |
| Gregory M. E. Spierkel | 307,268,953  | 2,153,714 | 0        |

Item No. 2: Stockholder Proposal Regarding The Supermajority Vote Provisions.

Item No. 2 was not approved with the following vote:

| Shares Voted | Shares Voted | Abstentions | Broker   |
|--------------|--------------|-------------|----------|
| For          | Against      |             | Nonvotes |
| 148,778,447  | 159,611,940  | 1,032,280   | 0        |

Item No. 3: Stockholder Proposal Regarding a Director Vote Threshold.

Item No. 3 was not approved with the following vote:

| Shares Voted | Shares Voted | Abstentions | Broker   |
|--------------|--------------|-------------|----------|
| For          | Against      |             | Nonvotes |
|              |              |             |          |

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136,993,333

171,384,842

1,044,492

0

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Item No. 4: Stockholder Proposal Regarding Composition of the Compensation Committee

Item No. 4 was not approved with the following vote:

| <b>Shares Voted</b> | <b>Shares Voted</b> |                    | <b>Broker</b>   |
|---------------------|---------------------|--------------------|-----------------|
| <b>For</b>          | <b>Against</b>      | <b>Abstentions</b> | <b>Nonvotes</b> |
| 26,349,788          | 281,748,544         | 1,324,335          | 0               |

(c) Not applicable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PACCAR Inc**

Date: April 23, 2010

By: /s/ D. C. Anderson  
D. C. Anderson  
Vice President and General Counsel