

BARKLEY MICHAEL T
Form 4
February 10, 2009

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

(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)
02/06/2009

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)

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 (D) Price			
COMMON STOCK	02/06/2009		A ⁽¹⁾	960 A \$ 30.81	1,988	D	
COMMON STOCK (ESPP) ⁽²⁾					5.85	D	
COMMON STOCK (SIP) ⁽³⁾					13,180.936	D	

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

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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 ⁽⁴⁾	\$ 25.3					01/01/2007	01/15/2014	COMMON STOCK	6,9
STOCK OPTION ⁽⁴⁾	\$ 32.11					01/01/2008	01/20/2015	COMMON STOCK	5,2
STOCK OPTION ⁽⁴⁾	\$ 32.23					01/01/2009	01/26/2016	COMMON STOCK	5,9
STOCK OPTION ⁽⁴⁾	\$ 44.56					01/01/2010	01/31/2017	COMMON STOCK	8,9
STOCK OPTION ⁽⁴⁾	\$ 45.74					01/01/2011	01/30/2018	COMMON STOCK	8,3
STOCK OPTION ⁽⁴⁾	\$ 30.81	02/06/2009		A ⁽⁴⁾	13,892	01/01/2012	01/31/2019	COMMON STOCK	13,
COMMON STOCK (DCP) ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾	⁽⁵⁾	COMMON STOCK	429

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

M. T. Barkley 02/10/2009
 **Signature of Date
 Reporting Person

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) Restricted stock awarded under PACCAR Long Term Incentive Plan (LTIP).
- (2) Shares held in PACCAR Inc Employee Stock Purchase Plan (ESPP).
- (3) Shares held in PACCAR Savings Investment Plan (SIP).
- (4) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).
- (5) Share units held in deferred phantom stock account under PACCAR Deferred Incentive 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.