

PACCAR INC
Form 4
February 16, 2006

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 *
PIGOTT MARK C

(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)
02/15/2006

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)

CHAIRMAN & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 02/15/2006 | | M | | 95,719 A \$ 11 | D | |
| COMMON STOCK | 02/15/2006 | | S | | 2,000 D \$ 68.6 | D | |
| COMMON STOCK | 02/15/2006 | | S | | 1,000 D \$ 68.62 | D | |
| COMMON STOCK | 02/15/2006 | | S | | 1,392 D \$ 68.63 | D | |
| COMMON STOCK | 02/15/2006 | | S | | 1,500 D \$ 68.7 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|
| COMMON STOCK | 02/15/2006 | S | 550 | D | \$ 68.75 | 1,145,729 | D |
| COMMON STOCK | 02/15/2006 | S | 2,400 | D | \$ 68.8 | 1,143,329 | D |
| COMMON STOCK | 02/15/2006 | S | 4,800 | D | \$ 68.85 | 1,138,529 | D |
| COMMON STOCK | 02/15/2006 | S | 420 | D | \$ 68.86 | 1,138,109 | D |
| COMMON STOCK | 02/15/2006 | S | 4,007 | D | \$ 68.87 | 1,134,102 | D |
| COMMON STOCK | 02/15/2006 | S | 9,300 | D | \$ 68.9 | 1,124,802 | D |
| COMMON STOCK | 02/15/2006 | S | 200 | D | \$ 69.94 | 1,124,602 | D |
| COMMON STOCK | 02/15/2006 | S | 7,351 | D | \$ 68.95 | 1,117,251 | D |
| COMMON STOCK | 02/15/2006 | S | 739 | D | \$ 68.96 | 1,116,512 | D |
| COMMON STOCK | 02/15/2006 | S | 140 | D | \$ 68.97 | 1,116,372 | D |
| COMMON STOCK | 02/15/2006 | S | 1,200 | D | \$ 68.99 | 1,115,172 | D |
| COMMON STOCK | 02/15/2006 | S | 2,500 | D | \$ 69 | 1,112,672 | D |
| COMMON STOCK | 02/15/2006 | S | 1,016 | D | \$ 69.01 | 1,111,656 | D |
| COMMON STOCK | 02/15/2006 | S | 5,577 | D | \$ 69.02 | 1,106,079 | D |
| COMMON STOCK | 02/15/2006 | S | 2,500 | D | \$ 69.09 | 1,103,579 | D |
| COMMON STOCK | 02/15/2006 | S | 3,100 | D | \$ 69.1 | 1,100,479 | D |
| COMMON STOCK | 02/15/2006 | S | 10 | D | \$ 69.12 | 1,100,469 | D |
| COMMON STOCK | 02/15/2006 | S | 3,000 | D | \$ 69.15 | 1,097,469 | D |
| COMMON STOCK | 02/15/2006 | S | 2,500 | D | \$ 69.2 | 1,094,969 | D |
| COMMON STOCK | 02/15/2006 | S | 2,200 | D | \$ 69.25 | 1,092,769 | D |
| | 02/15/2006 | S | 1,698 | D | | 1,091,071 | D |

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| | | | | | | | | | |
|-----------------------------------|-------|----------|--|------------------|--|--|--|-------------------|--|
| COMMON STOCK | \$ | | | | | | | | |
| | 69.27 | | | | | | | | |
| COMMON STOCK (SIP) ⁽¹⁾ | | 25,242.1 | | D | | | | | |
| COMMON STOCK | | 54,794 | | I ⁽²⁾ | | | | WIFE & CHILDREN | |
| COMMON STOCK | | 581,730 | | I ⁽³⁾ | | | | EASCLIFFE COMPANY | |

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.

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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) | Amount of Underlying Securities | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|---------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Securities |
| STOCK OPTION ⁽⁴⁾ | \$ 11 | 02/15/2006 | | M | 95,719 | 01/01/1999 | 04/30/2006 | COMMON STOCK | 95,719 |
| STOCK OPTION ⁽⁴⁾ | \$ 16.28 | | | | | 01/01/2000 | 04/29/2007 | COMMON STOCK | 110,000 |
| STOCK OPTION ⁽⁴⁾ | \$ 23.78 | | | | | 01/01/2001 | 04/28/2008 | COMMON STOCK | 89,000 |
| STOCK OPTION ⁽⁴⁾ | \$ 23.9 | | | | | 01/01/2002 | 04/27/2009 | COMMON STOCK | 130,000 |
| STOCK OPTION ⁽⁴⁾ | \$ 18.56 | | | | | 01/01/2003 | 01/25/2010 | COMMON STOCK | 150,000 |
| STOCK OPTION ⁽⁴⁾ | \$ 22.94 | | | | | 01/01/2004 | 01/24/2011 | COMMON STOCK | 150,000 |
| STOCK OPTION ⁽⁴⁾ | \$ 28.2 | | | | | 01/01/2005 | 01/23/2012 | COMMON STOCK | 120,000 |
| STOCK OPTION ⁽⁴⁾ | \$ 31.4 | | | | | 01/01/2006 | 01/15/2013 | COMMON STOCK | 110,000 |

| | | | | | |
|------------------------------------|------------|------------|------------|--------------|-----|
| STOCK OPTION ⁽⁴⁾ | \$ 56.95 | 01/01/2007 | 01/15/2014 | COMMON STOCK | 60 |
| STOCK OPTION ⁽⁴⁾ | \$ 72.25 | 01/01/2008 | 01/20/2015 | COMMON STOCK | 76 |
| STOCK OPTION ⁽⁴⁾ | \$ 72.51 | 01/01/2009 | 01/26/2016 | COMMON STOCK | 65 |
| COMMON STOCK (LTIP) ⁽⁵⁾ | <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | COMMON STOCK | 13, |
| COMMON STOCK (DICP) ⁽⁶⁾ | <u>(6)</u> | <u>(6)</u> | <u>(6)</u> | COMMON STOCK | 34, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PIGOTT MARK C 777 106TH AVENUE NE BELLEVUE, WA 98004 | X | | CHAIRMAN & CEO | |

Signatures

Mark Pigott 02/16/2006
 **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) Shares held in PACCAR Savings Investment Plan (SIP).
- (2) Shares in which beneficial ownership is disclaimed.
- (3) Shares held by a corporation in which Reporting Person is a shareholder. Holding is reported voluntarily as Reporting Person is not a controlling shareholder and has no voting or investment power with respect to the Issuer's securities.
- (4) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).
- (5) 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.
- (6) 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.

Remarks:

This is the first of two reports for the Reporting Person's transactions on February 15, 2006.

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.