

BARKLEY MICHAEL T
Form 4
January 15, 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

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)
01/13/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
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					1,028	D	
COMMON STOCK (ESPP) ⁽¹⁾					5.85	D	
COMMON STOCK (SIP) ⁽²⁾	01/13/2009		J ⁽³⁾		89.086	A	\$ 25.78
COMMON STOCK (SIP)	01/13/2009		J ⁽⁴⁾		0.118	A	\$ 29.42

COMMON STOCK (SIP)	01/13/2009		<u>J</u> ⁽⁵⁾	42.158	A	\$ 30.48	12,890.605	D
COMMON STOCK (SIP)	01/13/2009		<u>A</u> ⁽⁶⁾	290.331	A	\$ 39.61	13,180.936	D

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 or Number of Shares
STOCK OPTION <u>(7)</u>	\$ 25.3					01/01/2007 01/15/2014	COMMON STOCK 6,958
STOCK OPTION <u>(7)</u>	\$ 32.11					01/01/2008 01/20/2015	COMMON STOCK 5,229
STOCK OPTION <u>(7)</u>	\$ 32.23					01/01/2009 01/26/2016	COMMON STOCK 5,971
STOCK OPTION <u>(7)</u>	\$ 44.56					01/01/2010 01/31/2017	COMMON STOCK 8,925
STOCK OPTION <u>(7)</u>	\$ 45.74					01/01/2011 01/30/2018	COMMON STOCK 8,332
COMMON STOCK (DCP) <u>(8)</u>	<u>(8)</u>					<u>(8)</u> <u>(8)</u>	COMMON STOCK 429.26

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

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

VICE PRESIDENT/CONTROLLER

Signatures

M. T. Barkley

01/15/2009

**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) December 5, 2008 dividend on SIP. Shares reinvested pursuant to SIP. (SIP information based on most recent report from SIP trustee - received January 13, 2009).
- (4) Interest on funds held in SIP pending investment in shares reinvested in shares December 10, 2008.
- (5) January 5, 2009 dividend on SIP. Shares reinvested pursuant to SIP.
- (6) Shares awarded as of December 31, 2008 under SIP.
- (7) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).
- (8) 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.