

BARKLEY MICHAEL T
Form 4
February 07, 2019

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)
02/06/2019

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)
SR. 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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| COMMON STOCK | | | | | 22,300 | D | |
| COMMON STOCK (ESPP) ⁽¹⁾ | | | | | 5.85 | D | |
| COMMON STOCK (SIP) ⁽²⁾ | | | | | 20,533.67 ⁽³⁾ | D | |

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

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SEC 1474 (9-02)

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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 Number of Shares |
| STOCK OPTION ⁽⁴⁾ | \$ 43.24 | | | | | 01/01/2015 02/02/2022 | COMMON STOCK 13 |
| STOCK OPTION ⁽⁴⁾ | \$ 47.81 | | | | | 01/01/2016 02/06/2023 | COMMON STOCK 11 |
| STOCK OPTION ⁽⁴⁾ | \$ 59.15 | | | | | 01/01/2017 02/07/2024 | COMMON STOCK 9, |
| STOCK OPTION ⁽⁴⁾ | \$ 62.46 | | | | | 01/01/2018 02/04/2025 | COMMON STOCK 8, |
| STOCK OPTION ⁽⁴⁾ | \$ 50 | | | | | 01/01/2019 02/04/2026 | COMMON STOCK 17 |
| STOCK OPTION ⁽⁴⁾ | \$ 67.63 | | | | | 01/01/2020 02/07/2027 | COMMON STOCK 12 |
| STOCK OPTION ⁽⁴⁾ | \$ 68.69 | | | | | 01/01/2021 02/07/2028 | COMMON STOCK 11 |
| STOCK OPTION ⁽⁴⁾ | \$ 65.56 | 02/06/2019 | | A ⁽⁴⁾ | 15,786 | 01/01/2022 02/06/2029 | COMMON STOCK 15 |
| COMMON STOCK (DCP) ⁽⁵⁾ | ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | COMMON STOCK 982 |
| STOCK UNITS (LTIP) ⁽⁶⁾ | ⁽⁶⁾ | 02/06/2019 | | A ⁽⁷⁾ | 5,400 | ⁽⁶⁾ ⁽⁶⁾ | COMMON STOCK 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| | | | | SR. VICE PRESIDENT/CONTROLLER |

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

Signatures

Michael T.
Barkley

02/07/2019

**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) Balance includes shares awarded under SIP (Company match) since date of last report in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (4) Option to buy awarded under PACCAR LTIP.
- (5) 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.
- (6) Restricted stock 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.
- (7) Restricted stock units awarded under PACCAR Long Term Incentive Plan (LTIP).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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