

TEMBREULL MICHAEL A
Form 4
May 05, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
TEMBREULL MICHAEL A

(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)
05/04/2006

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)

VICE CHAIRMAN

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	(A) or (D)	Price
COMMON STOCK	05/04/2006		M		13,937	A	\$ 22.94
COMMON STOCK	05/04/2006		S		10,000	D	\$ 75.81
COMMON STOCK	05/04/2006		S		3,937	D	\$ 76
COMMON STOCK	05/05/2006		M		6,063	A	\$ 22.94
COMMON STOCK	05/05/2006		S		6,063	D	\$ 76

COMMON
STOCK
(SIP) ⁽¹⁾

35,940.3 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)	Amount of Underlying Securities
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount of Underlying Securities
STOCK OPTION ⁽²⁾	\$ 22.94	05/04/2006		M	13,937	01/01/2004 01/24/2011	COMMON STOCK	13,937
STOCK OPTION ⁽²⁾	\$ 22.94	05/05/2006		M	6,063	01/01/2004 01/24/2011	COMMON STOCK	6,063
STOCK OPTION ⁽²⁾	\$ 28.2					01/01/2005 01/23/2012	COMMON STOCK	71,000
STOCK OPTION ⁽²⁾	\$ 31.4					01/01/2006 01/15/2013	COMMON STOCK	66,000
STOCK OPTION ⁽²⁾	\$ 56.95					01/01/2007 01/15/2014	COMMON STOCK	36,000
STOCK OPTION ⁽²⁾	\$ 72.25					01/01/2008 01/20/2015	COMMON STOCK	37,000
STOCK OPTION ⁽²⁾	\$ 72.51					01/01/2009 01/26/2016	COMMON STOCK	35,000
COMMON STOCK (LTIP) ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	COMMON STOCK	32,000
COMMON STOCK (DICP) ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	COMMON STOCK	21,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMBREULL MICHAEL A 777 106TH AVENUE NE BELLEVUE, WA 98004	X		VICE CHAIRMAN	

Signatures

M. A. Tembreull 05/05/2006

__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) Option to buy awarded under PACCAR Long Term Incentive Plan (LTIP).
- (3) 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.
- (4) 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:

Fractional shares rounded to nearest 1/10.

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.