

BARKLEY MICHAEL T
Form 4
March 07, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
03/05/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SR. VICE PRESIDENT/CONTROLLER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 | | | | | 23,650 | D | |
| COMMON STOCK (ESPP) ⁽¹⁾ | | | | | 5.85 | D | |
| COMMON STOCK (SIP) ⁽³⁾ | 03/05/2019 | | J ⁽²⁾ | | 97.061 | A | \$ 67.79 |
| | | | | | 20,809.92 | D | |

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**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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⁾ | \$ 47.81 | | | | | | | 01/01/2016 | 02/06/2023 | COMMON STOCK | 11,7 |
| STOCK OPTION ⁽⁴⁾ | \$ 59.15 | | | | | | | 01/01/2017 | 02/07/2024 | COMMON STOCK | 9,23 |
| STOCK OPTION ⁽⁴⁾ | \$ 62.46 | | | | | | | 01/01/2018 | 02/04/2025 | COMMON STOCK | 8,56 |
| STOCK OPTION ⁽⁴⁾ | \$ 50 | | | | | | | 01/01/2019 | 02/04/2026 | COMMON STOCK | 17,3 |
| STOCK OPTION ⁽⁴⁾ | \$ 67.63 | | | | | | | 01/01/2020 | 02/07/2027 | COMMON STOCK | 12,3 |
| STOCK OPTION ⁽⁴⁾ | \$ 68.69 | | | | | | | 01/01/2021 | 02/07/2028 | COMMON STOCK | 11,3 |
| STOCK OPTION ⁽⁴⁾ | \$ 65.56 | | | | | | | 01/01/2022 | 02/06/2029 | COMMON STOCK | 15,7 |
| COMMON STOCK (DCP) ⁽⁵⁾ | ⁽⁵⁾ | 03/05/2019 | | J ⁽⁶⁾ | | 4.636 | | ⁽⁵⁾ | ⁽⁵⁾ | COMMON STOCK | 4.63 |
| STOCK UNITS (LTIP) ⁽⁷⁾ | ⁽⁷⁾ | | | | | | | ⁽⁷⁾ | ⁽⁷⁾ | COMMON STOCK | 4,05 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARKLEY MICHAEL T 777 106TH AVENUE NE | | | SR. VICE PRESIDENT/CONTROLLER | |

BELLEVUE, WA 98004

Signatures

Michael T. Barkley by Irene E. Song
POA

03/06/2019

__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) Dividend on PACCAR Savings Investment Plan (SIP) shares reinvested pursuant to SIP.
- (3) Shares held in PACCAR Savings Investment Plan (SIP).
- (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) Dividend on share units held in deferred phantom stock account under DCP reinvested pursuant to DCP.
- (7) Restricted stock units awarded under LTIP and convertible to common stock on a one-for-one basis upon satisfaction of all applicable vesting conditions. Each award vests in four equal installments commencing on March 1 following the award and January 1 of the next three years.

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.