

PACCAR INC
Form S-8
November 05, 2004

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As filed with the Securities and Exchange Commission on November 5, 2004

Registration No.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PACCAR Inc

(Exact Name of the Registrant)

Delaware
(State of Incorporation)

91-0351110
(IRS Employer Identification No.)

777 - 106th Avenue N.E., Bellevue, Washington 98004
(Address of Principal Offices)

(425) 468-7400
(Telephone Number)

PACCAR Inc Restricted Stock and Deferred Compensation Plan for Non-Employee Directors
(Full Title of the Plan)

Janice M. D'Amato
PACCAR Inc
777 - 106th Avenue N.E.
Bellevue, Washington 98004
(425) 468-7431
(Agent's Name and Address)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|------------------------------------|--|--|---------------------------------------|
| Common Stock, \$1 par value | 375,000 shares | Not applicable | \$25,912,500(1) | \$3,283.11 |

(1) The aggregate offering price was estimated pursuant to Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the amount of the registration fee. The price per share is estimated to be \$69.10 based on the average of the high (\$69.83)

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and low (\$68.36) prices reported for the Common Stock in the over-the-counter market on October 29, 2004, as reported on the Nasdaq National Market.



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The contents of *Registration Statement No. 333-36712* are incorporated by reference.

Item 5. *Interests of Named Experts and Counsel.*

Ms. D'Amato, who provided the Opinion of Counsel attached as Exhibit 5.1, is an officer (Secretary) and employee (Counsel) of PACCAR Inc.

Item 8. *Exhibits.*

The Exhibits to this registration statement are listed in the Index to Exhibits on page 4.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on this 5th day of November, 2004.

PACCAR INC

By

/s/ J. M. D'AMATO

J. M. D'Amato

Secretary

INDEX TO EXHIBITS

| Exhibit No. | Exhibit | Sequentially Numbered Page |
|--------------------|--|---------------------------------------|
| 4.1 | Instrument Defining Rights of Stockholders | |
| 5.1 | Opinion of Janice D'Amato, Counsel for the Registrant | |
| 23.1 | Consent Of Independent Registered Public Accounting Firm | |
| 23.2 | Consent of Janice D'Amato (included in Exhibit 5.1) | |
| 24.1 | Power of Attorney | |

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SIGNATURES

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