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WAGNER HAROLD A

Form 4

January 07, 2003

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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Addrewagner			ne and Tick nc (PCAR)	er or T	rading	Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable						
(Last) 7201 HAMILTO!	3. I.R.S. I of Report if an entit	ing		umber	Mor	tatement for hth/Day/Year uary 6, 2003	10	X Director 10% Owner Officer (give title below) Other (specify below)					
ALLENTOWN, I					Date	5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Ta	ble	I Non-De	erivativ	e Secu	irities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security 2. Trans- (Instr. 3) 2A. Deemed Execution Date Odate, (Month/ Day/ if any			action Code (Instr. 8)	4. Securition (A) or Disposition (Instr. 3, 4	es Acqu posed o & 5)	uired of (D)	5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)		
COMMON STOCK									4,104	D			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cans, warrants, options, convertible securities)													
1	. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. Nat		
I	Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	of Underlying	Derivative	Derivative	Owner-	of Indir		
5	Security	Exercise	Date	Execution	action	of	Date	Securities	Security	Securities	ship	Benefic		
		Price of		Date,	Code	Derivative	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Owners		
(Instr. 3)	Derivative	(Month/	if any		Securities	Year)			Owned	of Deriv-	(Instr. 4		
		Security	Day/	(Month/	(Instr.	Acquired				Following	ative			
			Year)	Day/	8)	(A) or				Reported	Security:			
				Year)		Disposed				Transaction(s)	Direct			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				(3,						,	(D) or Indirect (I)	
			Code	V	(A)		Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			(Instr. 4)	
PHANTOM STOCK UNITS	1 - for - 1	01/06/03	J (1)		63.45		(2)		COMMON STOCK ⁽²⁾	63.45	\$48.07	4,680.79	D	

Explanation of Responses:

- (1) Dividend on shares in phantom stock account under Restricted Stock and Deferred Compensation Plan for Non-Employee Directors.
- (2) The units are to be settled in PACCAR common stock upon termination of the reporting person's status as a non-employee director.

By: /s/ Harold Wagner by Janice M. D'Amato POA Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).