

PACCAR INC
Form 4
May 10, 2006

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 *
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)
05/08/2006

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	(D)	Price
COMMON STOCK	05/08/2006		M		10,000	A	\$ 22.94
COMMON STOCK	05/08/2006		S		10,000	D	\$ 77.5
COMMON STOCK	05/09/2006		M		10,000	A	\$ 22.94
COMMON STOCK	05/09/2006		S		10,000	D	\$ 78
COMMON STOCK (SIP) ⁽¹⁾							35,940.3

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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 Shares
STOCK OPTION ⁽²⁾	\$ 22.94	05/08/2006		M	10,000	01/01/2004 01/24/2011	COMMON STOCK	10
STOCK OPTION ⁽²⁾	\$ 22.94	05/09/2006		M	10,000	01/01/2004 01/24/2011	COMMON STOCK	10
STOCK OPTION ⁽²⁾	\$ 28.2					01/01/2005 01/23/2012	COMMON STOCK	71
STOCK OPTION ⁽²⁾	\$ 31.4					01/01/2006 01/15/2013	COMMON STOCK	66
STOCK OPTION ⁽²⁾	\$ 56.95					01/01/2007 01/15/2014	COMMON STOCK	36
STOCK OPTION ⁽²⁾	\$ 72.25					01/01/2008 01/20/2015	COMMON STOCK	37
STOCK OPTION ⁽²⁾	\$ 72.51					01/01/2009 01/26/2016	COMMON STOCK	35
COMMON STOCK (LTIP) ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	COMMON STOCK	32,
COMMON STOCK (DICP) ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	COMMON STOCK	21,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		VICE CHAIRMAN	

TEMBREULL MICHAEL A
777 106TH AVENUE NE
BELLEVUE, WA 98004

Signatures

M. A. Tembreull 05/10/2006

 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 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.
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