

PACCAR INC
Form 4
February 15, 2017

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 *
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)
02/07/2017

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)
SR. VICE PRESIDENT/CONTROLLER

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 or Price		
COMMON STOCK	02/07/2017		A ⁽¹⁾		4,216 A \$ 67.63	19,249	D
COMMON STOCK	02/14/2017		M		8,782 A \$ 50.5	28,031	D
COMMON STOCK	02/14/2017		S		8,736 D \$ 69.7393	19,295	D
COMMON STOCK (ESPP) ⁽²⁾						5.85	D
COMMON STOCK						18,562.645	D

(SIP) (3) (4)

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION <u>(5)</u>	\$ 50.5	02/14/2017		M	8,782	01/01/2014	02/03/2021	COMMON STOCK
STOCK OPTION <u>(5)</u>	\$ 43.24					01/01/2015	02/02/2022	COMMON STOCK
STOCK OPTION <u>(5)</u>	\$ 47.81					01/01/2016	02/06/2023	COMMON STOCK
STOCK OPTION <u>(5)</u>	\$ 59.15					01/01/2017	02/07/2024	COMMON STOCK
STOCK OPTION <u>(5)</u>	\$ 62.46					01/01/2018	02/04/2025	COMMON STOCK
STOCK OPTION <u>(5)</u>	\$ 50					01/01/2019	02/04/2026	COMMON STOCK
STOCK OPTION <u>(5)</u>	\$ 67.63	02/07/2017		A ⁽⁵⁾	12,324	01/01/2020	02/07/2027	COMMON STOCK
COMMON STOCK (DCP) <u>(6)</u>	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKLEY MICHAEL T 777 106TH AVENUE NE BELLEVUE, WA 98004			SR. VICE PRESIDENT/CONTROLLER	

Signatures

Michael T.
Barkley

02/15/2017

 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) Restricted stock awarded under PACCAR Long Term Incentive Plan (LTIP).
- (2) Shares held in PACCAR Inc Employee Stock Purchase Plan (ESPP).
- (3) Shares held in PACCAR Savings Investment Plan (SIP).
- (4) Balance includes shares awarded under SIP (Company match) since date of last report in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (5) Option to buy awarded under PACCAR LTIP.
- (6) 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.

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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