

TEMBREULL MICHAEL A
Form 4
May 05, 2006

FORM 4

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

OMB APPROVAL

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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)
05/04/2006

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 | (A) or (D) | Price |
| COMMON STOCK | 05/04/2006 | | M | | 13,937 | A | \$ 22.94 |
| COMMON STOCK | 05/04/2006 | | S | | 10,000 | D | \$ 75.81 |
| COMMON STOCK | 05/04/2006 | | S | | 3,937 | D | \$ 76 |
| COMMON STOCK | 05/05/2006 | | M | | 6,063 | A | \$ 22.94 |
| COMMON STOCK | 05/05/2006 | | S | | 6,063 | D | \$ 76 |

COMMON
STOCK
(SIP) ⁽¹⁾

35,940.3 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 required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| STOCK OPTION ⁽²⁾ | \$ 22.94 | 05/04/2006 | | M | 13,937 | 01/01/2004 01/24/2011 | COMMON STOCK 13, |
| STOCK OPTION ⁽²⁾ | \$ 22.94 | 05/05/2006 | | M | 6,063 | 01/01/2004 01/24/2011 | COMMON STOCK 6, |
| 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 |
| TEMBREULL MICHAEL A 777 106TH AVENUE NE BELLEVUE, WA 98004 | X | | VICE CHAIRMAN | |

Signatures

M. A. Tembreull 05/05/2006

__Signature of Date
Reporting Person

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. 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.