

Parry Robert T
Form 4
January 05, 2012

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 *
Parry Robert T

2. Issuer Name and Ticker or Trading Symbol
PACCAR INC [PCAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 106TH AVENUE NE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

BELLEVUE, WA 98004
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
COMMON STOCK				(A) or (D) Price	7,116	D	

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)

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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)	
						Date Exercisable	Expiration Date	Title	Amount Number of Shares
STOCK UNITS (RSDCP) <u>(1)</u>	<u>(1)</u>	01/03/2012		A <u>(2)</u>	2,578	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	2,578
STOCK UNITS (RSDCP) <u>(1)</u>	<u>(1)</u>	01/05/2012		J <u>(3)</u>	27.3959	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	27.3959
STOCK UNITS <u>(4)</u>	<u>(4)</u>	01/05/2012		J <u>(5)</u>	128.3765	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	128.3765

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parry Robert T 777 106TH AVENUE NE BELLEVUE, WA 98004	X			

Signatures

Robert T. Parry by Janice D'Amato, POA	01/05/2012
<i>**Signature of Reporting Person</i>	<i>Date</i>

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 units held in deferred phantom stock account under PACCAR Restricted Stock and Deferred Compensation Plan for Non-Employee Directors (RSDCP) convertible to PACCAR common stock on a 1-for-1 basis upon satisfaction of all applicable vesting conditions.
 - (2) Restricted stock units awarded under PACCAR Restricted Stock and Deferred Compensation Plan for Non-Employee Directors (RSDCP).
 - (3) Dividend on restricted stock units under RSDCP reinvested in additional restricted stock units pursuant to RSDCP.
 - (4) Stock units held in deferred phantom stock account under RSDCP convertible to common stock on a 1 - for - 1 basis upon termination of the Reporting Person's status as a non-employee director.
 - (5) Dividend on stock units held in phantom stock account under RSDCP reinvested in additional stock units pursuant to RSDCP.

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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