

Goudriaan Aad L.
Form 4
February 25, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Goudriaan Aad L.

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)
02/23/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

BELLEVUE, WA 98004

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 02/06/2009 | | M | V | 14,683 \$ 8.25 | A | 19,147 D |
| COMMON STOCK | 02/23/2009 | | D | | 14,683 \$ 25.3 | D | 4,464 D |

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

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SEC 1474
(9-02)

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| PHANTOM SHARE OPTION (SAR) ⁽¹⁾ | \$ 8.25 | 02/23/2009 | | M | 14,683 | 01/01/2003 01/25/2010 | COMMON STOCK | 14 |
| STOCK OPTION ⁽²⁾ | \$ 10.2 | | | | | 01/01/2004 01/24/2011 | COMMON STOCK | 12 |
| STOCK OPTION ⁽²⁾ | \$ 12.54 | | | | | 01/01/2005 01/23/2012 | COMMON STOCK | 11 |
| STOCK OPTION ⁽²⁾ | \$ 13.96 | | | | | 01/01/2006 01/15/2013 | COMMON STOCK | 13 |
| STOCK OPTION ⁽²⁾ | \$ 25.31 | | | | | 01/01/2007 01/15/2014 | COMMON STOCK | 9 |
| STOCK OPTION ⁽²⁾ | \$ 32.11 | | | | | 01/01/2008 01/20/2015 | COMMON STOCK | 14 |
| STOCK OPTION ⁽²⁾ | \$ 32.23 | | | | | 01/01/2009 01/26/2016 | COMMON STOCK | 14 |
| STOCK OPTION ⁽²⁾ | \$ 44.56 | | | | | 01/01/2010 01/31/2017 | COMMON STOCK | 16 |
| STOCK OPTION ⁽²⁾ | \$ 45.74 | | | | | 01/01/2011 01/30/2018 | COMMON STOCK | 12 |
| STOCK OPTION ⁽²⁾ | \$ 30.81 | | | | | 01/01/2012 01/31/2019 | COMMON STOCK | 18 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goudriaan Aad L. 777 106TH AVENUE NE BELLEVUE, WA 98004 | | | Vice President | |

Signatures

A. L. Goudriaan

02/25/2009

**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) Phantom Share Option (stock appreciation right) awarded under PACCAR Phantom Share Options Plan for certain non-U.S. Long-Term Incentive Plan (LTIP) participants.
 - (2) Option to buy awarded under LTIP.

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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