

PACCAR INC
Form 8-K
April 27, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 23, 2012

PACCAR Inc

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14817
(Commission
File Number)
777 106th Avenue NE,

Bellevue, WA 98004

91-0351110
(IRS Employer
Identification No.)

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (425) 468-7400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Item 502(f). On April 23, 2012, the Compensation Committee of the PACCAR Inc Board of Directors approved a Long Term Performance Cash Award (LTIP Cash Award) for the 2009-2011 cycle under the Company's Long Term Incentive Plan for the Named Executive Officers identified in the Company's March 14, 2012 proxy statement. The total compensation for each Named Executive Officer reported in the Summary Compensation Table on page 22 of the Company's 2012 proxy statement has been recalculated to include the LTIP Cash Award as follows:

Named Executive Officer	Non-Equity Incentive Plan Compensation	
	LTIP Cash Award	Total Compensation
M. C. Pigott	\$ 0	\$ 12,579,410
R. E. Armstrong	\$ 78,858	\$ 3,178,231
D. D. Sobic	\$ 136,528	\$ 2,808,829
R. J. Christensen	\$ 120,000	\$ 2,868,817
H. C. Schippers	\$ 50,494	\$ 1,057,797
T. E. Plimpton	\$ 0	\$ 2,317,709

Item 5.07. Submission of Matters to a Vote of Security Holders

(a) The annual meeting of stockholders was held on April 24, 2012.

(b) Following is a brief description and vote count of all items voted on at the annual meeting:

Item 1. Election of Directors. The following persons were elected to serve as Class II directors with a term expiring in 2015:

Nominee	Shares Voted	Shares	Broker
	For	Withheld	Nonvotes
M. C. Pigott	300,693,548	6,001,309	0
W. R. Staley	304,217,261	2,477,596	0
C. R. Williamson	303,667,466	3,027,391	0

Item No. 2: Stockholder Proposal Regarding a Director Vote Threshold.

Item No. 2 was approved with Board support and the following vote:

Shares Voted		Shares Voted	Abstentions	Broker
For	Against			
297,531,931	8,795,979	366,947		0

Item No. 3: Stockholder Proposal Regarding The Supermajority Vote Provisions.

Item No. 3 was not approved with the following vote:

Shares Voted		Shares Voted	Abstentions	Broker
For	Against			
135,371,827	170,329,692	992,684		654

Item No. 4: Stockholder Proposal Regarding the Annual Election of All Directors.

Item No. 4 was not approved with the following vote:

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	Shares Voted	Shares Voted		Broker
	For	Against	Abstentions	Nonvotes
(c) Not applicable.	152,607,664	153,086,586	999,953	654

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PACCAR Inc

Date: April 27, 2012

By: /s/ D. C. Anderson

D. C. Anderson
Vice President and General Counsel