

USTIAN DANIEL C  
Form 4  
April 14, 2010

**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 \*  
USTIAN DANIEL C

2. Issuer Name and Ticker or Trading Symbol  
NAVISTAR INTERNATIONAL CORP [NAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/12/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

(Street)

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

WARRENVILLE, IL 60555

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/12/2010		M		4,713 A \$ 21.22	118,828	D
Common Stock	04/12/2010		F		3,076 D \$ 49.815	115,752	D
Common Stock	04/12/2010		M		4,333 A \$ 21.22	120,085	D
Common Stock	04/12/2010		F		2,828 D \$ 49.815	117,257	D
	04/12/2010		M		28,620 A \$ 21.22	145,877	D

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Common Stock									
Common Stock	04/12/2010		F	18,674	D	\$ 49.815	127,203	D	
Common Stock							3,909.6597 <u>(1)</u>	I	By Navistar 401(k) Savings Plan
Premium Share Units							11,910	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)

**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 Underlying Security (Instr. 3 and 4)	Am or Nu of 3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M	4,713	<u>(2)</u> 12/12/2010	Common Stock	4
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M	4,333	<u>(3)</u> 12/13/2010	Common Stock	4
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M	28,620	<u>(4)</u> 12/13/2010	Common Stock	28
	\$ 49.815	04/12/2010		A	3,076	10/12/2010 12/12/2010		3

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Option \$ 49.815 04/12/2010 A 2,828 10/12/2010 12/13/2010 Common Stock 2

Employee  
Stock  
Option \$ 49.815 04/12/2010 A 18,674 10/12/2010 12/13/2010 Common Stock 18

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USTIAN DANIEL C NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555	X		Chairman, President and CEO	

## Signatures

Curt A. Kramer, Attorney  
in fact

04/14/2010

\*\*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) The reporting person acquired 0.2725 shares on February 4, 2010, as part of an allocation of proceeds received from settlement of a lawsuit. The allocation of proceeds was made to all Navistar 401(k) plan participants.
- (2) The Option became exercisable as to 1 share on 12/12/2002 and as to 4,712 shares on 12/12/2003.
- (3) The Option became exercisable as to 2,166 shares on 12/12/2002 and as to 2,167 shares on 12/12/2003.
- (4) The Option became exercisable as to 16,665 shares on 12/12/2002 and as to 11,955 shares on 12/12/2003.

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.