

Moran James M  
 Form 4  
 December 20, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Moran James M

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice President and Treasurer

(Last) (First) (Middle)  
 NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 12/16/2011

(Street)  
 WARRENVILLE, IL 60555

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                    | 12/16/2011                           |  | F                              | D   | \$ 144 37.79  | D  |  |
| Common Stock                    | 12/16/2011                           |  | F                              | D   | \$ 35 37.79   | I  | By wife                                      |
| Common Stock                    |                                      |  |                                |   | 194.4883  | I  | By wife through Navistar 401(k) Savings Plan |

Edgar Filing: Moran James M - Form 4

Premium  
Shares <sup>(1)</sup>

1,786 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.**

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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                           | (D)                        |
| Employee Stock Option (right to buy)       | \$ 37.2  | 12/19/2011                           |  | A                              | 5,200   | <u>(2)</u> 12/19/2018                                    | Common Stock  | 5,200                         |                            |
| Restricted Stock Units                     | <u>(3)</u>   | 12/19/2011                           |  | A                              | 2,080   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 2,080                         |                            |
| Employee Stock Option (right to buy)       | \$ 37.2  | 12/19/2011                           |  | A                              | 625   | <u>(5)</u> 12/19/2018                                    | Common Stock  | 625                           |                            |
| Restricted Stock Units                     | <u>(3)</u>   | 12/19/2011                           |  | A                              | 750   | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 750                           |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

Moran James M  
NAVISTAR INTERNATIONAL CORPORATION  
4201 WINFIELD ROAD  
WARRENVILLE, IL 60555

Vice  
President and  
Treasurer

## Signatures

Curt A. Kramer, Attorney  
in fact

12/20/2011

\_\_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 Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.
- (2) The Option becomes exercisable as to 1,734 shares on 12/19/2012 and as to 1,733 shares on 12/19/2013 and as to 1,733 shares on 12/19/2014.
- (3) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- (4) The restricted stock units become payable in cash in three annual installments as follows: 694 shares on 12/19/2012; 693 shares on 12/19/2013 and 693 shares on 12/19/2014.
- (5) The Option becomes exercisable as to 209 shares on 12/19/2012 and as to 208 shares on 12/19/2013 and as to 208 shares on 12/19/2014.
- (6) The restricted stock units become payable in cash in three annual installments as follows: 250 shares on 12/19/2012; 250 shares on 12/19/2013 and 250 shares on 12/19/2014.

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.