

McMenamin William V
Form 4
December 13, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McMenamin William V

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)
NAVISTAR INTERNATIONAL
CORPORATION, 2701 NAVISTAR
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President Fin Serv & Treasurer

(Street)
LISLE, IL 60532

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	32,598	D	
Premium Share Units (1)				(A) or (D)	1,681	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 27.67	12/12/2017		A	2,067 (2)	02/11/2018	02/11/2022	Common Stock 2,067
Employee Stock Option (right to buy)	\$ 27.67	12/12/2017		A	1,723 (3)	02/11/2018	02/11/2022	Common Stock 1,723
Performance Rights	\$ 0 (4)	12/12/2017		A	1,572 (4)	02/11/2018	02/11/2018(4)	Common Stock 1,572
Performance Rights	\$ 0 (5)	12/12/2017		A	1,310 (5)	02/11/2018	02/11/2018(5)	Common Stock 1,310

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McMenamin William V NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	President Fin Serv & Treasurer

Signatures

Richard E. Bond Attorney
in fact 12/13/2017

__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.

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(2) On February 11, 2015, the reporting person was granted an option to purchase 6,891 shares of common stock subject to Navistar's satisfaction of certain EBITDA Margin performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 2,067 options. The options acquired continue to be subject to service vesting conditions and will fully vest and be exercisable on February 11, 2018.

(3) On February 11, 2015, the reporting person was granted an option to purchase 6,892 shares of common stock subject to Navistar's satisfaction of certain Revenue Growth performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,723 options. The options acquired continue to be subject to service vesting conditions and will fully vest and be exercisable on February 11, 2018.

(4) On February 11, 2015, the reporting person was granted 2,620 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain EBITDA Margin performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,572 units. The units acquired continue to be subject to service vesting conditions and will vest in full on February 11, 2018. The units expire upon payout, if any, of the award, and in any case no later than February 11, 2018.

(5) On February 11, 2015, the reporting person was granted 2,620 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain Revenue Growth performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,310 units. The units acquired continue to be subject to service vesting conditions and will vest in full on February 11, 2018. The units expire upon payout, if any, of the award, and in any case no later than February 11, 2018.

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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