

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

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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)
				(A) or (D)	Price		
				Code	V	Amount	
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.

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

