

NAVISTAR INTERNATIONAL CORP

Form 4

April 19, 2010

FORM 4

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

OMB APPROVAL

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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 *
Cederoth Andrew J

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)
4201 WINFIELD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/15/2010		M ⁽¹⁾	5,427 A \$ 38.2	21,840	D	
Common Stock	04/15/2010		F	4,467 D \$ 51	17,373	D	
Common Stock	04/15/2010		M ⁽¹⁾	1,773 A \$ 38.2	19,146	D	
Common Stock	04/15/2010		F	1,461 D \$ 51	17,685	D	
Common Stock					2,007.9276	I	By Navistar 401(k)

plan

Deferred Share Units	3,607	D
Premium Share Units	1,466	D

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

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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
Employee Stock Option (right to buy)	\$ 38.2	04/15/2010		M ⁽¹⁾	5,427	⁽²⁾ 12/11/2011	Common Stock	5,427
Employee Stock Option (right to buy)	\$ 38.2	04/15/2010		M ⁽¹⁾	1,773	⁽³⁾ 12/12/2011	Common Stock	1,773

Reporting Owners

Reporting Owner Name / Address	Relationships
Cederoth Andrew J 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Director 10% Owner Officer Executive VP and CFO

Signatures

Curt A. Kramer, Attorney
in fact

04/19/2010

__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) Represents a Net Exercise transaction that occurred pursuant to a Rule 10b5-1 trading plan established by the reporting person on March 15, 2010.
 - (2) The Option became exercisable as to 1,002 shares on 12/11/2002, as to 2,025 shares on 12/11/2003 and as to 2,400 shares on 12/11/2004.
 - (3) The Option became exercisable as to 1,398 shares on 12/11/2002 and as to 375 shares on 12/11/2003.

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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