

Moran James M  
Form 4  
April 07, 2011

**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 \*  
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/06/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President and Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/06/2011		M		630 A \$ 26.15	6,842	D
Common Stock	04/06/2011		S		630 D \$ 68.9717	6,212	D
Common Stock	04/06/2011		M		2,569 A \$ 22.655	8,781	D
Common Stock	04/06/2011		M		2,500 A \$ 40.915	3,663	I By wife

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Common Stock	04/06/2011	S	2,500	D	\$ 68.8368 (2)	1,163	I	By wife
Premium Shares (3)	04/06/2011	A	481	A	\$ 0	777	D	
Common Stock						194,4883 (4)	I	By wife through Navistar 401(k) Savings Plan

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

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(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 (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)	\$ 26.15	04/06/2011		M	630	(5) 10/18/2015	Common Stock	630
Employee Stock Option (right to buy)	\$ 22.655	04/06/2011		M	2,569	(6) 12/16/2018	Common Stock	2,569
Employee Stock Option (right to buy)	\$ 40.915	04/06/2011		M	2,500	(7) 12/14/2014	Common Stock	2,500

# 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

04/07/2011

\_\_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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.94 to \$68.98, inclusive. The reporting person undertakes to provide Navistar International Corporation, any security holder of Navistar International Corporation, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) and (2) to this Form 4.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.82 to \$68.88, inclusive.
- (3) The Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.
- (4) The reporting person, indirectly through his wife, acquired 0.0135 shares on February 4, 2010, as part of an allocation of proceeds received from settlement of a class action lawsuit. The allocation of proceeds was made to all Navistar 401(k) plan participants.
- (5) The Option, representing the right to purchase a total of 2,500 shares, became exercisable as to 834 shares on 10/18/2006; as to 833 shares on 10/18/2007; and as to 833 shares on 10/18/2008.
- (6) The Option, representing the right to purchase a total of 6,968 shares, became exercisable as to 2,323 shares on 12/16/2009; as to 2,322 shares on 12/16/2010; and will become exercisable as to 2,323 shares on 12/16/2011.
- (7) The Option became exercisable as to 834 shares on 12/14/2005; as to 833 shares on 12/14/2006; and as to 833 shares on 12/14/2007.

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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