

USTIAN DANIEL C  
 Form 4  
 April 07, 2011

**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

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 \*  
 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
 04/05/2011

(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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	04/05/2011		M		55,469	A	\$ 49.84	200,084	D	
Common Stock	04/05/2011		S		55,469	D	\$ 69.5901 (1)	144,615	D	
Common Stock	04/05/2011		M		58,100	A	\$ 23.965	202,715	D	
Common Stock	04/05/2011		F		35,746	D	\$ 69.905	166,969	D	

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Common Stock	3,909.6597	I	By Navistar 401(k) Savings Plan
Premium Share Units <sup>(2)</sup>	11,910	D	

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

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 49.84	04/05/2011		M	2,248	10/14/2010	12/11/2011	Common Stock	2,248
Employee Stock Option (right to buy)	\$ 49.84	04/05/2011		M	44,139	10/14/2010	12/12/2011	Common Stock	44,139
Employee Stock Option (right to buy)	\$ 49.84	04/05/2011		M	9,082	10/14/2010	12/12/2011	Common Stock	9,082
Employee Stock Option (right to buy)	\$ 23.965	04/05/2011		M	58,100	<sup>(3)</sup>	02/20/2013	Common Stock	58,100

Employee  
Stock  
Option  
(right to  
buy)

\$ 69.905

04/05/2011

A

35,746

10/05/2011 02/20/2013

Common  
Stock 35

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USTIAN DANIEL C NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555	X		Chairman, President and CEO	

## 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 \$69.50 to \$69.78, inclusive. The reporting person undertakes to provide Navistar International Corporation, any security holder of Navistar International Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (2) The Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.
- (3) The Option became exercisable as to 19,367 shares on 2/19/2004; as to 19,366 shares on 2/19/2005; and as to 19,367 shares on 2/19/2006.

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.