

BOND RICHARD E

Form 4

February 15, 2019

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 *
BOND RICHARD E

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)
02/13/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Corporate Secretary

NAVISTAR INTERNATIONAL
CORPORATION, 2701 NAVISTAR
DRIVE

(Street)

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

LISLE, IL 60532

(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	02/13/2019		M		415	A \$ 0 ⁽¹⁾	2,415 D
Common Stock	02/13/2019		D		415	D \$ 35.08	2,000 D
Common Stock	02/14/2019		M		606	A \$ 0 ⁽¹⁾	2,606 D
Common Stock	02/14/2019		D		606	D \$ 35.5	2,000 D

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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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	02/13/2019		M		415		<u>(2)</u>	<u>(2)</u>	Common Stock	415
Restricted Stock Units	\$ 0 <u>(1)</u>	02/13/2019		A		1,567		<u>(3)</u>	<u>(3)</u>	Common Stock	1,567
Restricted Stock Units	<u>(1)</u>	02/14/2019		M		606		<u>(4)</u>	<u>(4)</u>	Common Stock	606

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOND RICHARD E NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	Corporate Secretary

Signatures

Richard E. Bond 02/15/2019

**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) Each restricted stock unit (RSU) represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless Navistar otherwise elects to settle the RSUs in Navistar common stock on a 1 to 1 basis.

- (2) The RSUs disposed were from an award of 1,244 RSUs granted on 2/13/2018 that has been paid in cash as to 415 shares on 2/13/2019 and that will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, as to 414 shares on 2/13/2020; and as to 415 shares on 2/13/2021.

- (3) The RSUs will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, in three annual installments as follows: 523 shares on 2/13/2020; 522 shares on 2/13/2021; and 522 shares on 2/13/2022.

- (4) The RSUs disposed were from an award of 1,819 RSUs granted on 2/14/2017 that has been paid in cash as to 607 shares on 2/14/2018; as to 606 shares on 2/14/2019; and that will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, as to 606 shares on 2/14/2020.

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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