Edgar Filing: KEYES JAMES H - Form 4

VENES LAMES H

Form 4	1ЕЗ П								
January 21, 2									
FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See InstructionSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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									PPROVAL 3235-0287
									January 31, 2005 average Jrs per . 0.5
1(b). (Print or Type F	Responses)								
1. Name and A KEYES JAN	Person <u>*</u>	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			3. Date of Earliest Transaction (Month/Day/Year) 01/19/2005			X Director 10% Owner Officer (give title Other (specify below) below)			
WARRENV	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 					
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)
Reminder: Rep	ort on a separate line	for each cl	ass of sec	urities bene	Perso inforn requir	ns who re nation con red to resp nys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ontly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sł
Phantom Stock Units	\$ 0 <u>(1)</u>	01/19/2005		А		36.049		01/19/2005(2)	01/19/2005(2)	Common Stock	36.

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KEYES JAMES H 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Х						
Signatures							
Robert J. Perna, Attorney in fact	01	/21/2005					

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion is on a 1 for 1 basis.
- (2) The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

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.