

USTIAN DANIEL C
Form 4
April 14, 2010

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2010

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/12/2010		M		4,713	A	\$ 21.22
Common Stock	04/12/2010		F		3,076	D	\$ 49.815
Common Stock	04/12/2010		M		4,333	A	\$ 21.22
Common Stock	04/12/2010		F		2,828	D	\$ 49.815
	04/12/2010		M		28,620	A	\$ 21.22
							118,828
							115,752
							120,085
							117,257
							145,877

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Common Stock									
Common Stock	04/12/2010		F	18,674	D	\$ 49.815	127,203	D	
Common Stock							3,909.6597 <u>(1)</u>	I	By Navistar 401(k) Savings Plan
Premium Share Units							11,910	D	

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 Underlying Security (Instr. 3 and 4)	Am or Nu of 3	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M	(A) 4,713	<u>(2)</u> 12/12/2010	12/12/2010	Common Stock	4
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M	(A) 4,333	<u>(3)</u> 12/13/2010	12/13/2010	Common Stock	4
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M	(A) 28,620	<u>(4)</u> 12/13/2010	12/13/2010	Common Stock	28
	\$ 49.815	04/12/2010		A	(A) 3,076	10/12/2010	12/12/2010		3

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 49.815 04/12/2010 A 2,828 10/12/2010 12/13/2010 Common Stock 2

Employee
Stock
Option \$ 49.815 04/12/2010 A 18,674 10/12/2010 12/13/2010 Common Stock 18

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

04/14/2010

**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) The reporting person acquired 0.2725 shares on February 4, 2010, as part of an allocation of proceeds received from settlement of a lawsuit. The allocation of proceeds was made to all Navistar 401(k) plan participants.
- (2) The Option became exercisable as to 1 share on 12/12/2002 and as to 4,712 shares on 12/12/2003.
- (3) The Option became exercisable as to 2,166 shares on 12/12/2002 and as to 2,167 shares on 12/12/2003.
- (4) The Option became exercisable as to 16,665 shares on 12/12/2002 and as to 11,955 shares on 12/12/2003.

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.