

Cederoth Andrew J
Form 4
December 16, 2010

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 *
Cederoth Andrew J

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

(Street)

WARRENVILLE, IL 60555

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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)	
Common Stock	12/15/2010		F	982	D	\$ 59.355	16,703	D
Common Stock						2,007.9276	I	By Navistar 401(k) plan
Deferred Share Units						3,607	D	
Premium Share						1,466	D	

Units

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 58.915	12/14/2010		A	27,800	(1) 12/14/2017	Common Stock	27,800
Performance Rights	(2)	12/14/2010		A	11,100	(2) (2)	Common Stock	11,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cederoth Andrew J 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Executive VP and CFO

Signatures

Curt A. Kramer, Attorney
in fact 12/16/2010

**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 Option is exercisable in three annual installments as follows: 9,267 shares on 12/14/2011; 9,266 shares on 12/14/2012; and 9,267 shares on 12/14/2013.

(2)

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Each performance right represents a contingent right to receive the cash value of one share of Navistar's common stock. The vesting of the performance rights is based on the Relative Total Shareholder Return ("TSR") of Navistar as compared to the TSR of a 23 company peer group. Performance rights granted represents the target shares and actual performance rights earned could be anywhere from 0 to 200% of the number of performance rights granted. The initial performance period is 3 years; if Navistar's initial 3 year performance period is below target against the peer group, an additional 2 year performance period would be tacked on to the initial performance period. The performance rights expire upon payout, if any, of the award, and in any case no later than October 31, 2015.

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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