

NAVISTAR INTERNATIONAL CORP

Form 4

October 24, 2011

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 *
COCHRAN PHYLLIS 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)
4201 WINFIELD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2011

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
President, Parts Group Subsid

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 10/21/2011 | | M | V Amount (A) or (D) Price \$ 38.2 | 28,214 | D | |
| Common Stock | 10/21/2011 | | M | V Amount (A) or (D) Price \$ 38.2 | 31,432 | D | |
| Common Stock | 10/21/2011 | | S | V Amount (A) or (D) Price \$ 42 | 24,232 | D | |
| Common Stock | | | | | 4,796.8676 | I | By 401(k) Plan |
| Premium Share Units | | | | | 3,180 | D | |

(1)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 38.2 | 10/21/2011 | | M | 3,982 | (2) 12/11/2011 | Common Stock | 3,982 |
| Employee Stock Option (right to buy) | \$ 38.2 | 10/21/2011 | | M | 3,218 | (3) 12/12/2011 | Common Stock | 3,218 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| COCHRAN PHYLLIS E 4201 WINFIELD ROAD WARRENVILLE, IL 60555 | President, Parts Group Subsid |

Signatures

Curt A. Kramer, Attorney
in fact 10/24/2011

 **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 Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.
- (2) The Option became exercisable as to 280 shares on 12/11/2002; 1,302 shares on 12/11/2003; and as to 2,400 shares on 12/11/2004.
- (3) The Option became exercisable as to 2,120 shares on 12/11/2002 and as to 1,098 shares on 12/11/2003.

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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