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NAVISTAR INTERNATIONAL CORP Form 3 August 27, 2015 FORM 3 UNITED STATES SECURIT Wash

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

INITIAL STATEMENT OF 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

OMB 3235-0104 Number: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> McMenamin William V			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol NAVISTAR INTERNATIONAL CORP [NAV]				
(Last)	(First)	(Middle)	08/24/2015 4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)		
NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE (Street) LISLE, IL 60532			(Check all applicable) <u> </u>			Owner : ow)	 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)	Table I - N	Non-Derivat	ive Securiti	es Bei	neficially Owned	
1.Title of Secu (Instr. 4)	ırity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	•	
Common St	tock		12,906		D	Â		
Premium Sł	nare Units <u>(</u>	1)	1,681		D	Â		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
Security	Expiration Date (Month/Day/Year)	Securities Underlying		1	
(Instr. 4)	(Wohliv Duy) Tell)	Derivative Security	or Exercise	Form of	Ownership

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		Expiration Date	(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable		Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(2)	10/18/2015	Common Stock	2,500	\$ 26.15	D	Â
Employee Stock Option (right to buy)	(<u>3)</u>	12/16/2018	Common Stock	1,202	\$ 22.655	D	Â
Employee Stock Option (right to buy)	(4)	12/14/2017	Common Stock	3,300	\$ 58.915	D	Â
Employee Stock Option (right to buy)	(5)	12/19/2018	Common Stock	3,300	\$ 37.2	D	Â
Employee Stock Option (right to buy)	02/19/2016(6)	02/19/2020	Common Stock	9,663	\$ 27.24	D	Â
Restricted Stock Units	(7)	(7)	Common Stock	820	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
McMenamin William V NAVISTAR INTERNATIONAL COF 2701 NAVISTAR DRIVE LISLE, IL 60532	RPORATION	Â	Â	President Fin Serv & Treasurer	Â		
Signatures							
Curt A. Kramer, Attorney 0 in fact	8/26/2015						

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

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 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 834 shares on 10/18/2006; as to 833 shares on 10/18/2007; and as to 833 shares on 10/18/2008.
- The number of stock options reported is from an award of 4,422 options granted on 12/16/2008 that became exercisable as to 1,474 shares
 (3) on 12/16/2009; as to 1,474 shares on 12/16/2010 and as to 1,474 shares on 12/16/2011. The option was exercised as to 100 of the shares on 9/14/2011 and as to 3,120 of the shares on 6/18/2013.
- (4) The option became exercisable as to 1,100 shares on 12/14/2011; as to 1,100 shares on 12/14/2012; and as to 1,100 shares on 12/14/2013.
- (5) The option became exercisable as to 1,100 shares on 12/19/2012; as to 1,100 shares on 12/19/2013; and as to 1,100 shares on 12/19/2014.
- (6) The vesting of the option was subject to performance metrics that were previously achieved.

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The number of restricted stock units (RSUs) reported is from an award of 1,230 RSUs granted on 2/3/2014 that has been paid in cash as

- (7) to 410 shares on 2/3/2015 and will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, as to 410 shares on 2/3/2016; and as to 410 shares on 2/3/2017.
- (8) Each RSU represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless the Corporation elects to settle the RSUs in common stock.

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.