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NAVISTAR INTERNATIONAL CORP

Form 3

August 27, 2015

FORM 3

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NAVISTAR INTERNATIONAL CORP [NAV] McMenamin William V (Month/Day/Year) 08/24/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) NAVISTAR INTERNATIONAL (Check all applicable) CORPORATION, Â 2701 NAVISTAR DRIVE 10% Owner Director _X__ Officer (Street) Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) President Fin Serv & Treasurer _X_ Form filed by One Reporting Person LISLE, ILÂ 60532 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Ownership Beneficially Owned Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 12,906 D Â Premium Share Units (1) 1.681 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

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

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	Date Exercisable	Expiration Date	(Instr. 4)		Price of	Derivative	(Instr. 5)
			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)	(3)	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	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
McMenamin William V NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	Â	Â	President Fin Serv & Treasurer	Â		

Signatures

Curt A. Kramer, Attorney in fact 08/26/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 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 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.

Reporting Owners 2

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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.