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NAVISTAR INTERNATIONAL CORP

Form 4

December 22, 2016

December 2	.2, 2010											
FORM	ORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-028			
Check the	his box		Wa	shington	, D.C. 20	549			Number:	January 31,		
if no longer				NGES IN BENEFICIAL OWNERSHI					Expires:	2005		
subject t Section Form 4	16.	VIENT O	Estimated average burden hours per response 0.									
Form 5 obligations may continue. See Instruction 1(b). 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 * 2. Issue Covey Steven K Symbol NAVIS CORP				er Name an				5. Relationship of Reporting Person(s) to Issuer				
					TERNAT	ION	AL	(Check all applicable)				
(Last)				of Earliest T	ransaction			Director 10% Owner X Officer (give title Other (specify				
NAVISTA	R INTERNATIO	NAL.	(Month/l	Day/Year)				below) below) SVP & General Counsel				
	ATION, 2701 NA		12/21/2	2010				SVP &	General Coun	sel		
DRIVE												
	(Street) 4. If Ame Filed(Mon				ate Origina r)	ıl		6. Individual or Joint/Group Filing(Check Applicable Line)				
LISLE, IL	60532							_X_ Form filed by O Form filed by M Person				
(City)												
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Cransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securit omr Dispos (Instr. 3,	ed of ((D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	12/21/2016			M	20,703	A	\$ 22.655	82,882	D			
Common Stock	12/21/2016			D	16,269	D	\$ 31.8	66,613	D			
Premium Share Units (1)								3,601	D			
Common Stock								2,418.6155	I	By Navistar		

401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.655	12/21/2016		M	20	,703	<u>(2)</u>	12/16/2018	Common Stock	20,703

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Covey Steven K NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532

SVP & General Counsel

Signatures

Curt A. Kramer Attorney

in fact 12/22/2016

**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.

Reporting Owners 2

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(2) The Option became exercisable in three annual installments as follows: 6,901 shares on 12/16/2009; 6,901 shares on 12/16/2010; and 6,901 shares on 12/16/2011.

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.