

USTIAN DANIEL C
Form 4
April 16, 2010

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 *
USTIAN DANIEL C

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

(Street)

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

WARRENVILLE, IL 60555

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/14/2010		M	10,576 A \$ 38.2	137,779	D	
Common Stock	04/14/2010		F	9,082 D \$ 49.84	128,697	D	
Common Stock	04/14/2010		M	2,617 A \$ 38.2	131,314	D	
Common Stock	04/14/2010		F	2,248 D \$ 49.84	129,066	D	
	04/14/2010		M	51,407 A \$ 38.2	180,473	D	

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Common Stock								
Common Stock	04/14/2010		F	44,139	D	\$ 49.84	136,334	D
Common Stock							3,909.6597	I
								By Navistar 401(k) Savings Plan
Premium Share Units							11,910	D

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.2	04/14/2010		M			10,576	12/11/2002	12/12/2011	Common Stock	10
Employee Stock Option (right to buy)	\$ 38.2	04/14/2010		M			2,617	12/11/2004	12/11/2011	Common Stock	2
Employee Stock Option (right to buy)	\$ 38.2	04/14/2010		M			51,407	<u>(1)</u>	12/12/2011	Common Stock	51
	\$ 49.84	04/14/2010		A			9,082	10/14/2010	12/12/2011		9

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 49.84 04/14/2010 A 2,248 10/14/2010 12/11/2011

Common
Stock 2

Employee
Stock
Option
(right to
buy)

\$ 49.84 04/14/2010 A 44,139 10/14/2010 12/12/2011

Common
Stock 44

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USTIAN DANIEL C NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555	X		Chairman, President and CEO	

Signatures

Curt A. Kramer, Attorney
in fact

04/16/2010

__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 became exercisable as to 10,958 shares on 12/11/2002, as to 21,533 shares on 12/11/2003 and as to 18,916 shares on 12/11/2004.

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.