

Tarapchak Richard C
Form 4
January 06, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tarapchak Richard 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)
4201 WINFIELD ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP & Corporate Controller

WARRENVILLE, IL 60555

4. If Amendment, Date Original
Filed(Month/Day/Year)

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 - 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/04/2011		M	282 A \$ 42.885	7,009	D	
Common Stock	01/04/2011		F	238 D \$ 56.665	6,771	D	
Common Stock	01/04/2011		M	2,218 A \$ 42.885	8,989	D	
Common Stock	01/04/2011		F	1,861 D \$ 56.665	7,128	D	
Common Stock	01/04/2011		M	2,500 A \$ 40.915	9,628	D	

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Common Stock	01/04/2011	F	2,040	D	\$ 56.665	7,588	D	
Common Stock	01/04/2011	M	1,500	A	\$ 26.15	9,088	D	
Common Stock	01/04/2011	F	956	D	\$ 56.665	8,132	D	
Common Stock						1,333.5131	I	Navistar 401(k) Plan
Premium Share Units						898 <u>(1)</u>	D	

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

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.885	01/04/2011		M		282		12/09/2004	12/10/2013	Common Stock	282
Employee Stock Option (right to buy)	\$ 42.885	01/04/2011		M		2,218		<u>(2)</u>	12/09/2013	Common Stock	2,218
Employee Stock Option (right to buy)	\$ 40.915	01/04/2011		M		2,500		<u>(3)</u>	12/14/2014	Common Stock	2,500

buy)

Employee
Stock

Option (right to buy)	\$ 26.15	01/04/2011	M	1,500	(4)	10/18/2015	Common Stock	1,500
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Employee
Stock

Option (right to buy)	\$ 56.665	01/04/2011	A	238	07/04/2011	12/10/2013	Common Stock	238
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Employee
Stock

Option (right to buy)	\$ 56.665	01/04/2011	A	1,861	07/04/2011	12/09/2013	Common Stock	1,861
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Employee
Stock

Option (right to buy)	\$ 56.665	01/04/2011	A	2,040	07/04/2011	12/14/2014	Common Stock	2,040
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Employee
Stock

Option (right to buy)	\$ 56.665	01/04/2011	A	956	07/04/2011	10/18/2015	Common Stock	956
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarapchak Richard C 4201 WINFIELD ROAD WARRENVILLE, IL 60555			VP & Corporate Controller	

Signatures

Curt A. Kramer 01/06/2011

**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)

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The Options became exercisable in three annual installments as follows: 552 shares on 12/09/2004; 833 shares on 12/09/2005; and 833 shares on 12/09/2006.

- (3) The Options became exercisable in three annual installments as follows: 834 shares on 12/14/2005; 833 shares on 12/14/2006; and 833 shares on 12/14/2007.
- (4) The Options exercised were from an award of 2,500 stock options that became exercisable in three annual installments as follows: 834 shares on 10/18/2006; 833 shares on 10/18/2007; and 833 shares on 10/18/2008.

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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