

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

NAVISTAR INTERNATIONAL CORP  
Form SC 13D  
October 13, 2011

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_) \*

Navistar International Corporation  
(Name of Issuer)

Common Stock, Par Value \$0.10  
(Title of Class of Securities)

63934E108  
(CUSIP Number)

Marc Weitzen, Esq.  
Icahn Capital LP  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 3, 2011  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
High River Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
1,422,285 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
1,422,285 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,422,285 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.96%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Hopper Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER  
0
- 8 SHARED VOTING POWER  
1,422,285 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER  
0
- 10 SHARED DISPOSITIVE POWER  
1,422,285 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,422,285 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.96%
- 14 TYPE OF REPORTING PERSON  
OO

### SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON  
Barberry Corp.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER  
0
- 8 SHARED VOTING POWER  
1,422,285 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER  
0
- 10 SHARED DISPOSITIVE POWER  
1,422,285 (includes Shares underlying call options. See Item 5)

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,422,285 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.96%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Icahn Partners Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
2,361,048 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
2,361,048 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,361,048 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.25%

14 TYPE OF REPORTING PERSON  
PN

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON  
Icahn Partners Master Fund II LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER  
797,926 (includes Shares underlying call options. See Item 5)
- 8 SHARED VOTING POWER  
0
- 9 SOLE DISPOSITIVE POWER  
797,926 (includes Shares underlying call options. See Item 5)
- 10 SHARED DISPOSITIVE POWER  
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
797,926 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.10%
- 14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON  
Icahn Partners Master Fund III LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
351,044 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
351,044 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
351,044 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.48%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Icahn Offshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

0

8 SHARED VOTING POWER  
3,510,018 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
3,510,018 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,510,018 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.84%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Icahn Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
2,179,123 (includes Shares underlying call options. See Item 5)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
2,179,123 (includes Shares underlying call options. See Item 5)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,179,123 (includes Shares underlying call options. See Item 5)

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.00%  
14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Icahn Onshore LP  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /  
3 SEC USE ONLY  
4 SOURCE OF FUNDS  
OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0  
8 SHARED VOTING POWER  
2,179,123 (includes Shares underlying call options. See Item 5)  
9 SOLE DISPOSITIVE POWER  
0  
10 SHARED DISPOSITIVE POWER  
2,179,123 (includes Shares underlying call options. See Item 5)  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,179,123 (includes Shares underlying call options. See Item 5)  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.00%  
14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D



Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON  
Icahn Capital LP
  - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  - 3 SEC USE ONLY
  - 4 SOURCE OF FUNDS  
OO
  - 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /
  - 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
0
  - 8 SHARED VOTING POWER  
5,689,141 (includes Shares underlying call options. See Item 5)
  - 9 SOLE DISPOSITIVE POWER  
0
  - 10 SHARED DISPOSITIVE POWER  
5,689,141 (includes Shares underlying call options. See Item 5)
  - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,689,141 (includes Shares underlying call options. See Item 5)
  - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.84%
  - 14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON  
IPH GP LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
OO

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,689,141 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.84%

14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

5,689,141 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,689,141 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.84%

14 TYPE OF REPORTING PERSON  
PN

### SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Icahn Enterprises G.P. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,689,141 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.84%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON  
Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
5,689,141 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,689,141 (includes Shares underlying call options. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.84%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Carl C. Icahn

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
0
- 8 SHARED VOTING POWER  
7,111,426 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER  
0
- 10 SHARED DISPOSITIVE POWER  
7,111,426 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,111,426 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.80%
- 14 TYPE OF REPORTING PERSON  
IN

### SCHEDULE 13D

#### Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$0.10 (the "Shares"), issued by Navistar International Corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555.

#### Item 2. Identity and Background

The persons filing this statement are High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"),

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn, a citizen of the United States of America (collectively, the "Reporting Persons").

The principal business address of each of (i) High River, Hopper, Barberry, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, (ii) Icahn Master, Icahn Master II and Icahn Master III is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands, and (iii) Mr. Icahn is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 92.6% of the outstanding depository units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

Each of High River and Barberry is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Each of Icahn Master, Icahn Master II, Icahn Master III and Icahn Partners is primarily engaged in the business of investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Enterprises Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Enterprises Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

Carl C. Icahn's present principal occupation or employment is serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises, a New York Stock Exchange listed diversified holding company engaged in a variety of businesses, including investment management, metals, automotive, real estate, railcar, food packaging, gaming, and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation ("Starfire"), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman of the Board and a director of various of Starfire's subsidiaries.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer of the Reporting Persons are set forth in Schedule A attached hereto.

None of the Reporting Persons nor any manager or executive officer of the

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Reporting Persons, has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 7,111,426 Shares (including Shares underlying call options). The aggregate purchase price of the Shares and call options purchased by the Reporting Persons collectively was approximately \$118.1 million (including commissions and premiums). The source of funding for these Shares and call options was the general working capital of the respective purchasers. The Shares and call options are held by the Reporting Persons in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of the Shares and call options was obtained through margin borrowing.

### Item 4. Purpose of Transaction

The Reporting Persons acquired the Shares in the belief that the Shares were undervalued at current levels. The Reporting Persons have had conversations with management of the Issuer to discuss the Issuer's business and will seek to have additional conversations from time to time to discuss the Issuer's business and strategies. They have also discussed the possibility of adding persons to be suggested by the Reporting Persons to the Issuer's Board of Directors but no agreements or understanding exist with respect thereto.

The Reporting Persons may, from time to time and at any time: (i) acquire additional Shares and/or other equity, debt, notes, instruments or other securities (collectively, "Securities") of the Issuer in the open market or otherwise; (ii) dispose of any or all of their Securities in the open market or otherwise; or (iii) engage in any hedging or similar transactions with respect to the Securities.

### Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 7,111,426 Shares (including Shares underlying call options), representing approximately 9.80% of the Issuer's outstanding Shares (based upon the 72,571,312 Shares stated to be outstanding as of August 31, 2011 by the Issuer in the Issuer's Form 10-Q for the quarterly period ended July 31, 2011).

(b) For purposes of this Schedule 13D:

High River has sole voting power and sole dispositive power with regard to 1,422,285 Shares (including Shares underlying call options). Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 2,361,048 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and sole dispositive power with regard to 797,926 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 351,044 Shares (including Shares underlying call options). Each of

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 2,179,123 Shares (including Shares underlying call options). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the "Act") the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

The Shares acquired by the Reporting Persons include Shares underlying call options. The agreements governing these call options do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate. See Item 6.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 5:00 p.m., New York City time, on October 13, 2011. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

Name of Reporting Person	Date of Transaction	Amount of Securities	Price Per Share
-----	-----	-----	-----
High River	8/23/2011	14,143.00	36.67
High River	8/24/2011	71,882.00	39.16
High River	8/25/2011	100,000.00	39.66
High River	8/26/2011	32,339.00	39.83
High River	8/31/2011	7,262.00	40.95
High River	9/1/2011	57,503.00	40.97
High River	9/2/2011	70,000.00	39.59
High River	9/2/2011	25,308.00 (1)	13.81 (2)
High River	9/6/2011	34,396.00 (1)	12.07 (2)
High River	9/8/2011	22,124.00 (1)	12.18 (2)
High River	9/9/2011	80,000.00 (1)	11.40 (2)
High River	9/12/2011	80,820.00 (1)	10.27 (2)
High River	9/13/2011	34,241.00 (1)	11.09 (2)
High River	9/14/2011	9,582.00 (1)	11.73 (2)
High River	9/15/2011	40,000.00 (1)	12.76 (2)
High River	9/20/2011	15,461.00 (1)	11.88 (2)



Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

High River	9/21/2011	30,000.00 (1)	11.18 (2)
High River	10/3/2011	100,000.00 (1)	5.65 (2)
High River	10/4/2011	66,780.00 (1)	5.27 (2)
High River	10/5/2011	76,644.00 (1)	7.17 (2)
High River	10/6/2011	200,000.00 (1)	7.76 (2)
High River	10/7/2011	200,000.00 (1)	8.00 (2)
High River	10/13/2011	53,800.00 (1)	12.69 (2)
Icahn Partners	8/23/2011	21,675.00	36.67
Icahn Partners	8/24/2011	110,163.00	39.16
Icahn Partners	8/25/2011	153,257.00	39.66
Icahn Partners	8/26/2011	49,563.00	39.83
Icahn Partners	8/31/2011	11,130.00	40.95
Icahn Partners	9/1/2011	87,930.00	40.97
Icahn Partners	9/2/2011	107,231.00	39.59
Icahn Partners	9/2/2011	38,768.00 (1)	13.81 (2)
Icahn Partners	9/6/2011	52,690.00 (1)	12.07 (2)
Icahn Partners	9/8/2011	33,891.00 (1)	12.18 (2)
Icahn Partners	9/9/2011	122,551.00 (1)	11.40 (2)
Icahn Partners	9/12/2011	123,807.00 (1)	10.27 (2)
Icahn Partners	9/13/2011	52,452.00 (1)	11.09 (2)
Icahn Partners	9/14/2011	14,676.00 (1)	11.73 (2)
Icahn Partners	9/15/2011	61,275.00 (1)	12.76 (2)
Icahn Partners	9/20/2011	23,685.00 (1)	11.88 (2)
Icahn Partners	9/21/2011	45,956.00 (1)	11.18 (2)
Icahn Partners	10/3/2011	153,187.00 (1)	5.65 (2)
Icahn Partners	10/4/2011	102,528.00 (1)	5.27 (2)
Icahn Partners	10/5/2011	117,428.00 (1)	7.17 (2)
Icahn Partners	10/6/2011	306,426.00 (1)	7.76 (2)
Icahn Partners	10/7/2011	306,426.00 (1)	8.00 (2)
Icahn Partners	10/13/2011	82,428.00 (1)	12.69 (2)
Icahn Master	8/23/2011	23,375.00	36.67
Icahn Master	8/24/2011	118,805.00	39.16
Icahn Master	8/25/2011	165,278.00	39.66
Icahn Master	8/26/2011	53,450.00	39.83
Icahn Master	8/31/2011	12,003.00	40.95
Icahn Master	9/1/2011	96,903.00	40.97
Icahn Master	9/2/2011	116,154.00	39.59
Icahn Master	9/2/2011	41,995.00 (1)	13.81 (2)
Icahn Master	9/6/2011	57,076.00 (1)	12.07 (2)
Icahn Master	9/8/2011	36,711.00 (1)	12.18 (2)
Icahn Master	9/9/2011	132,749.00 (1)	11.40 (2)
Icahn Master	9/12/2011	134,108.00 (1)	10.27 (2)
Icahn Master	9/13/2011	56,819.00 (1)	11.09 (2)
Icahn Master	9/14/2011	15,899.00 (1)	11.73 (2)
Icahn Master	9/15/2011	66,374.00 (1)	12.76 (2)
Icahn Master	9/20/2011	25,656.00 (1)	11.88 (2)
Icahn Master	9/21/2011	49,781.00 (1)	11.18 (2)
Icahn Master	10/3/2011	165,936.00 (1)	5.65 (2)
Icahn Master	10/4/2011	111,418.00 (1)	5.27 (2)
Icahn Master	10/5/2011	127,233.00 (1)	7.17 (2)
Icahn Master	10/6/2011	332,009.00 (1)	7.76 (2)
Icahn Master	10/7/2011	332,007.00 (1)	8.00 (2)
Icahn Master	10/13/2011	89,309.00 (1)	12.69 (2)
Icahn Master II	8/23/2011	8,027.00	36.67
Icahn Master II	8/24/2011	40,798.00	39.16
Icahn Master II	8/25/2011	56,757.00	39.66
Icahn Master II	8/26/2011	18,354.00	39.83
Icahn Master II	8/31/2011	4,122.00	40.95
Icahn Master II	9/1/2011	31,059.00	40.97

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Icahn Master II	9/2/2011	39,341.00		39.59
Icahn Master II	9/2/2011	14,223.00 (1)		13.81 (2)
Icahn Master II	9/6/2011	19,331.00 (1)		12.07 (2)
Icahn Master II	9/8/2011	12,434.00 (1)		12.18 (2)
Icahn Master II	9/9/2011	44,959.00 (1)		11.40 (2)
Icahn Master II	9/12/2011	45,420.00 (1)		10.27 (2)
Icahn Master II	9/13/2011	19,245.00 (1)		11.09 (2)
Icahn Master II	9/14/2011	5,386.00 (1)		11.73 (2)
Icahn Master II	9/15/2011	22,480.00 (1)		12.76 (2)
Icahn Master II	9/20/2011	8,687.00 (1)		11.88 (2)
Icahn Master II	9/21/2011	16,860.00 (1)		11.18 (2)
Icahn Master II	10/3/2011	56,200.00 (1)		5.65 (2)
Icahn Master II	10/4/2011	36,655.00 (1)		5.27 (2)
Icahn Master II	10/5/2011	42,999.00 (1)		7.17 (2)
Icahn Master II	10/6/2011	112,203.00 (1)		7.76 (2)
Icahn Master II	10/7/2011	112,203.00 (1)		8.00 (2)
Icahn Master II	10/13/2011	30,183.00 (1)		12.69 (2)
Icahn Master III	8/23/2011	3,494.00 (1)		36.67 (2)
Icahn Master III	8/24/2011	17,763.00 (1)		39.16 (2)
Icahn Master III	8/25/2011	24,708.00 (1)		39.66 (2)
Icahn Master III	8/26/2011	7,991.00 (1)		39.83 (2)
Icahn Master III	8/31/2011	1,794.00 (1)		40.95 (2)
Icahn Master III	9/1/2011	14,119.00 (1)		40.97 (2)
Icahn Master III	9/2/2011	17,274.00 (1)		39.59 (2)
Icahn Master III	9/2/2011	6,246.00 (1)		13.81 (2)
Icahn Master III	9/6/2011	8,487.00 (1)		12.07 (2)
Icahn Master III	9/8/2011	5,459.00 (1)		12.18 (2)
Icahn Master III	9/9/2011	19,741.00 (1)		11.40 (2)
Icahn Master III	9/12/2011	19,945.00 (1)		10.27 (2)
Icahn Master III	9/13/2011	8,449.00 (1)		11.09 (2)
Icahn Master III	9/14/2011	2,365.00 (1)		11.73 (2)
Icahn Master III	9/15/2011	9,871.00 (1)		12.76 (2)
Icahn Master III	9/20/2011	3,816.00 (1)		11.88 (2)
Icahn Master III	9/21/2011	7,403.00 (1)		11.18 (2)
Icahn Master III	10/3/2011	24,677.00 (1)		5.65 (2)
Icahn Master III	10/4/2011	16,519.00 (1)		5.27 (2)
Icahn Master III	10/5/2011	18,917.00 (1)		7.17 (2)
Icahn Master III	10/6/2011	49,362.00 (1)		7.76 (2)
Icahn Master III	10/7/2011	49,364.00 (1)		8.00 (2)
Icahn Master III	10/13/2011	13,280.00 (1)		12.69 (2)

(1) Represents shares underlying American-style call options purchased by the applicable Reporting Person in the over the counter market. These call options expire on September 2, 2013.

(2) This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$25.68. This exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options.

### Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

#### Call Options

-----  
The Reporting Persons purchased, in the over the counter market, American-style call options referencing an aggregate of 5,345,779 Shares, which expire on September 2, 2013. The agreements provide for physical settlement (unless the Reporting Person opts for a cash settlement). These agreements do not give the Reporting Persons direct or indirect voting, investment or

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

dispositive control over the Shares to which these agreements relate. These agreements are further described in Item 5(c).

Put Options

-----  
The Reporting Persons have sold, in the over the counter market, European-style put options referencing an aggregate of 5,345,779 Shares, which expire on the earlier of September 2, 2013 or the date on which the corresponding American-style call option described above in this Item 6 is exercised. The agreements provide that they settle in cash. These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate.

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

- 1 Joint Filing Agreement of the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 13, 2011

ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.  
HOPPER INVESTMENTS LLC  
BARBERRY CORP.  
HIGH RIVER LIMITED PARTNERSHIP  
By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP  
By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
IPH GP LLC

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone  
-----  
Name: Dominick Ragone  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
-----  
CARL C. ICAHN

[Signature Page of Schedule 13D - Navistar International Corporation]

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Navistar International Corporation and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 13th day of October, 2011.

ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.  
HOPPER INVESTMENTS LLC  
BARBERRY CORP.  
HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

-----

Name: Dominick Ragone

Title: Chief Financial Officer

/s/ Carl C. Icahn

-----

CARL C. ICAHN

[Signature Page of Joint Filing Agreement to Schedule 13D - Navistar International Corporation]

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following sets forth the name, position, and principal occupation of each director and executive officer of each of the Reporting Persons. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Reporting Persons own any Shares.

ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP

Name Position

----

-----

Icahn Offshore LP

General Partner

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN PARTNERS LP Name	Position
-----	-----
Icahn Onshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN ONSHORE LP ICAHN OFFSHORE LP Name	Position
-----	-----
Icahn Capital LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN CAPITAL LP Name	Position
-----	-----
IPH GP LLC	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director\
Daniel A. Ninivaggi	President
Dominick Ragone	Chief Financial Officer
Keith Cozza	Chief Compliance Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory

IPH GP LLC Name	Position
-----	-----
Icahn Enterprises Holdings L.P.	Sole Member
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Daniel A. Ninivaggi	President
Dominick Ragone	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN ENTERPRISES HOLDINGS L.P. Name	Position
---	----------

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D

-----  
Icahn Enterprises G.P. Inc.

-----  
General Partner

ICAHN ENTERPRISES G.P. INC.

Name

Position

-----

-----

Carl C. Icahn

Chairman

Daniel A. Ninivaggi

President

William A. Leidesdorf

Director

Jack G. Wasserman

Director

James L. Nelson

Director

Vincent J. Intrieri

Director

Dominick Ragone

Chief Financial Officer

Felicia P. Buebel

Assistant Secretary

Craig Pettit

Vice President of Tax Administration

BECKTON CORP.

Name

Position

-----

-----

Carl C. Icahn

Chairman of the Board; President

Jordan Bleznick

Vice President/Taxes

Edward E. Mattner

Authorized Signatory

Keith Cozza

Secretary; Treasurer

HIGH RIVER LIMITED PARTNERSHIP

Name

Position

-----

-----

Hopper Investments LLC

General Partner

HOPPER INVESTMENTS LLC

Name

Position

-----

-----

Barberry Corp

Member

Edward E. Mattner

Authorized Signatory

BARBERRY CORP.

Name

Position

-----

-----

Carl C. Icahn

Chairman of the Board; President

Gail Golden

Vice President; Authorized Signatory

Jordan Bleznick

Vice President/Taxes

Vincent J. Intrieri

Vice President; Authorized Signatory

Irene March

Authorized Signatory

Edward E. Mattner

Authorized Signatory

Keith Cozza

Secretary; Treasurer