

Elliott Greg W
Form 4
March 22, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Elliott Greg W

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)
03/18/2010

____ Director
____ Officer (give title below) Other (specify below)
SVP HR & Admin. Operating Sub

WARRENVILLE, IL 60555

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

(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 | 03/18/2010 | | M | 4,414 A \$ 22.655 | 26,363 | D | |
| Common Stock | 03/18/2010 | | S | 4,414 D \$ 42.77 (1) | 21,949 | D | |
| Common Stock | 03/18/2010 | | M | 2,487 A \$ 22.655 | 24,436 | D | |
| Common Stock | 03/18/2010 | | S | 2,487 D \$ 42.7 (2) | 21,949 | D | |
| Common Stock | | | | | 245,6168 (3) | I | By Navistar 401(k) |

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).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.75 to \$42.79, inclusive. The reporting person undertakes to provide Navistar International Corporation, any security holder of Navistar International Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.68 to \$42.73, inclusive.
 - (2) The reporting person acquired 0.017 shares on February 4, 2010, as part of an allocation of proceeds received from settlement of a lawsuit. The allocation of proceeds was made to all Navistar 401(k) plan participants.
 - (3) The option, representing a right to purchase a total of 13,242 shares, became exercisable as to 4,414 of the shares on 12/16/2009, and will become exercisable as to 4,414 of the shares on 12/16/2010, and as to 4,414 of the shares on 12/16/2011.
 - (4) The option, representing a right to purchase a total of 7,461 shares, became exercisable as to 2,487 of the shares on 12/16/2009, and will become exercisable as to 2,487 of the shares on 12/16/2010, and as to 2,487 of the 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.