

USTIAN DANIEL C
 Form 4
 February 03, 2011

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)
 02/01/2011

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2011		M		7,204 A \$ 44.15	111,183	D
Common Stock	02/01/2011		F		5,637 D \$ 64.69	105,546	D
Common Stock	02/01/2011		M		13,978 A \$ 26.385	119,524	D
Common Stock	02/01/2011		F		9,133 D \$ 64.69	110,391	D
	02/01/2011		M		2,873 A	113,264	D

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Common Stock						\$ 26.385			
Common Stock	02/01/2011		F	1,878	D	\$ 64.69	111,386	D	
Common Stock	02/01/2011		M	92,049	A	\$ 26.385	203,435	D	
Common Stock	02/01/2011		F	58,820	D	\$ 64.69	144,615	D	
Common Stock							3,909.6597	I	By Navistar 401(k) Savings Plan
Premium Share Units ⁽¹⁾							11,910	D	

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

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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)	\$ 44.15	02/01/2011		M	7,204	⁽²⁾ 04/17/2012	Common Stock 7,204
Employee Stock Option (right to buy)	\$ 26.385	02/01/2011		M	13,978	12/10/2003 12/11/2012	Common Stock 13,978
Employee Stock Option	\$ 26.385	02/01/2011		M	2,873	⁽³⁾ 12/10/2012	Common Stock 2,873

Stock Option (right to buy)	Price	Grant Date	Exercise Type	Quantity	Expiration	Term	Stock
Employee Stock Option (right to buy)	\$ 26.385	02/01/2011	M	92,049	(4)	12/11/2012	Common Stock 92
Employee Stock Option (right to buy)	\$ 64.69	02/01/2011	A	5,637	08/01/2011	04/17/2012	Common Stock 5
Employee Stock Option (right to buy)	\$ 64.69	02/01/2011	A	9,133	08/01/2011	12/11/2012	Common Stock 9
Employee Stock Option (right to buy)	\$ 64.69	02/01/2011	A	1,878	08/01/2011	12/10/2012	Common Stock 1
Employee Stock Option (right to buy)	\$ 64.69	02/01/2011	A	58,820	08/01/2011	12/11/2012	Common Stock 58

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 02/03/2011

__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) The Option became exercisable as to 2,402 shares on 4/16/2003; as to 2,401 shares on 4/16/2004; and as to 2,401 shares on 4/16/2005.
- (3) The Option became exercisable as to 1 share on 12/10/2004 and as to 2,872 shares on 12/10/2005.
- (4) The Option became exercisable as to 22,322 shares on 12/10/2003; as to 36,299 shares on 12/10/2004; and as to 33,428 shares on 12/10/2005.

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.