

NAVISTAR INTERNATIONAL CORP  
 Form S-8  
 April 23, 2002

As filed with the Securities and Exchange Commission on April 23,

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D. C. 20549**  
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**FORM S-8**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**  
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**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>36-3359573</b>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employ Identification Nu

4201 Winfield Road  
 Warrenville, Illinois 60555  
 Telephone: (630) 753-5000  
 (Address of principal executive offices)  
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NAVISTAR 1994 PERFORMANCE INCENTIVE PLAN, AS AMENDED  
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NAVISTAR INTERNATIONAL CORPORATION  
 1998 INTERIM STOCK PLAN  
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NAVISTAR 1998 SUPPLEMENTAL STOCK PLAN, AS AMENDED AND  
 SUPPLEMENTED BY THE RESTORATION STOCK OPTION PROGRAM  
 (Full title of plans)  
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Robert A. Boardman  
 Senior Vice President and General Counsel  
 Navistar International Corporation  
 4201 Winfield Road  
 Warrenville, Illinois 60555  
 Telephone: (630) 753-5000  
 (Name, address and telephone number of agent for service)

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price
Common Stock, par value \$0.10, and associated rights	2,500,000 shares (3)	\$42.49	\$106,225,000

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- (1) Pursuant to Rule 416 of the Securities Act, this Registration Statement also covers as may become issuable pursuant to anti-dilution provisions of the plans described herein.
- (2) Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price purpose of calculating the registration fee and is based on the average of the high and low prices of the Registrant as reported on the New York Stock Exchange on April 19, 2002, a date on which this Registration Statement is being filed.
- (3) Shares reserved for issuance under the Navistar 1994 Performance Incentive Plan, the Navistar Corporation 1998 Interim Stock Plan and the Navistar 1998 Supplemental Stock Plan, the Navistar Restoration Stock Option Program.