

NAVISTAR INTERNATIONAL CORP
 Form 4
 June 17, 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 *
 HAMMES MICHAEL N

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)
 NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 06/15/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/15/2010 | | M | | 2,500 | A | \$ 37.925 |
| | | | | | 8,004 | | |
| Common Stock | 06/15/2010 | | M | | 4,000 | A | \$ 42.48 |
| | | | | | 12,004 | | |
| Common Stock | 06/15/2010 | | M | | 4,000 | A | \$ 40.915 |
| | | | | | 16,004 | | |
| Common Stock | 06/15/2010 | | M | | 4,000 | A | \$ 26.15 |
| | | | | | 20,004 | | |
| | 06/15/2010 | | M | | 1,200 | A | \$ 22.655 |
| | | | | | 21,204 | | |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|--------|---|-----------------------------|-------|---|
| Common Stock | 06/15/2010 | S | 15,700 | D | \$ 53.9763 <u>(1)</u> | 5,504 | D |
| Common Stock | 06/17/2010 | S | 400 | D | \$ 54.7319 | 5,104 | 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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 37.925 | 06/15/2010 | | M | 2,500 | 12/12/2002 12/12/2011 | Common Stock | 2,500 | |
| Stock Options (Right to buy) | \$ 42.48 | 06/15/2010 | | M | 4,000 | 12/10/2004 12/10/2013 | Common Stock | 4,000 | |
| Stock Option (Right to buy) | \$ 40.915 | 06/15/2010 | | M | 4,000 | <u>(2)</u> 12/14/2014 | Common Stock | 4,000 | |
| Stock Options (Right to buy) | \$ 26.15 | 06/15/2010 | | M | 4,000 | <u>(3)</u> 10/18/2015 | Common Stock | 4,000 | |
| Stock Options | \$ 22.655 | 06/15/2010 | | M | 1,200 | <u>(4)</u> 12/16/2018 | Common Stock | 1,200 | |

(Right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMMES MICHAEL N NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555 | X | | | |

Signatures

Curt A. Kramer, Attorney
in fact

06/17/2010

__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).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.84 to \$54.11, 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 footnote (1) to this Form 4.
- (1) 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 footnote (1) to this Form 4.
 - (2) The Options became exercisable in three annual installments as follows: 1,334 on 12/14/2005; 1,333 on 12/14/2006; and 1,333 on 12/14/2007.
 - (3) The Options became exercisable in three annual installments as follows: 1,334 on 10/18/2006; 1,333 on 10/18/2007; and 1,333 on 10/18/2008.
 - (4) The Options exercised were part of a grant of 3,600 options that were awarded on 12/16/2008 and which became exercisable as to 1,200 shares on 12/16/2009 and which will become exercisable as to 1,200 shares on 12/16/2010 and as to 1,200 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.

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