

Elliott Greg W
Form 4
January 05, 2012

FORM 4

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

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

OMB APPROVAL

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(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)
2701 NAVISTAR DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2012

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
SVP HR & Admin. Operating Sub

LISLE, IL 60532

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	01/04/2012		M	9,200 A \$ 26.385	26,729	D	
Common Stock	01/04/2012		S	9,200 D \$ 38	17,529	D	
Premium Shares ⁽¹⁾					2,758	D	
Common Stock					245.6168	I	By Navistar 401(k) Plan

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

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(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
Employee Stock Option (right to buy)	\$ 26.385	01/04/2012		M	6,735	<u>(2)</u> 12/11/2012	Common Stock	6,735
Employee Stock Option (right to buy)	\$ 26.385	01/04/2012		M	2,465	<u>(3)</u> 12/10/2012	Common Stock	2,465

Reporting Owners

Reporting Owner Name / Address	Relationships
Elliott Greg W 2701 NAVISTAR DRIVE LISLE, IL 60532	Director 10% Owner Officer Other SVP HR & Admin. Operating Sub

Signatures

Curt A. Kramer, Attorney
in fact 01/05/2012

__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 becomes exercisable as to 3,066 shares on 12/10/2003; as to 2,752 shares on 12/10/2004 and as to 917 shares on 12/10/2005.
- (3) The Option becomes exercisable as to 1 share on 12/10/2003; as to 315 shares on 12/10/2004 and as to 2,149 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.

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