Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

NAVISTA Form 4 April 05, 20	R INTERNATION	JAL COR	Р						
								OMB A	PPROVAL
FORM	UNITED	STATES		RITIES A			COMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. SECURITIES SECURITIES January 3 200 Expires: January 3 200 Estimated average burden hours per									urs per
(Print or Type	Responses)								
KEYES JAMES H Symbol NAVI				uer Name and Ticker or Trading l [STAR INTERNATIONAL P [NAV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Mon			(Month/I	ate of Earliest TransactionX_ Director nth/Day/Year)Officer (give below)			title 10% Owner Other (specify below)		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				1	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)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benet	ficially ow	ned directly o	or indirectly.		
					inform	nation cont	spond to the collect ained in this form	are not	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

displays a currently valid OMB control

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(Instr. 3)	Price of Derivative Security	Di		Disposed of (I (Instr. 3, 4, and	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock Units	\$ 0 <u>(1)</u>	04/01/2005		А	491.199	04/01/2005 <u>(2)</u>	04/01/2005(2)	Common Stock	49

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
KEYES JAMES H 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Х						
Signatures							
Robert J. Perna, Attorney in fact	04/04/2005						
**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) Conversion is on a 1 for 1 basis.
- (2) The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

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.