### Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

#### NAVISTAR INTERNATIONAL CORP

Form 4

February 03, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* McMenamin William V

2. Issuer Name and Ticker or Trading

Symbol

NAVISTAR INTERNATIONAL CORP [NAV]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First) (Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2017

Director 10% Owner Other (specify X\_ Officer (give title

President Fin Serv & Treasurer

NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR

(Street)

DRIVE

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

**LISLE, IL 60532** 

(City)

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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)
Common Stock	02/01/2017		M	7,257	A	\$ 0 (1)	36,234	D	
Common Stock	02/01/2017		D	7,257	D	\$ 27.94	28,977	D	
Premium Share Units							1,681	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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/01/2017		M	7,257	(3)	(3)	Common Stock	7,257	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McMenamin William V NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532

President Fin Serv & Treasurer

### **Signatures**

Curt A. Kramer Attorney

in fact 02/03/2017

\*\*Signature of Reporting Person D

### **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) Each restricted stock unit (RSU) represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless Navistar otherwise elects to settle the RSUs in Navistar common stock on a 1 to 1 basis.
- (2) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.
- (3) The RSUs became or will become payable in cash, unless Navistar elects to settle the RSUs in common stock, in three annual installments as follows: 7,257 shares on 2/1/2017; 3,629 shares on 2/1/2018; and 1,210 on 2/1/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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