

Tarapchak Richard C
 Form 3
 March 19, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Tarapchak Richard C</p> <p>(Last) (First) (Middle)</p> <p>4201 WINFIELD ROAD</p> <p>(Street)</p> <p>WARRENVILLE,Â ILÂ 60555</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/11/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NAVISTAR INTERNATIONAL CORP [NAV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP & Corporate Controller</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
---	---	---	--	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,045	D	Â
Common Stock	1,333.5131	I	Navistar 401(k) Plan
Premium Share Units ⁽¹⁾	657	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
---	---	--	---------------------------	----------------------	--

Edgar Filing: Tarapchak Richard C - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (2)	12/11/2011	Common Stock	3,300	\$ 38.2	D	Â
Employee Stock Option (right to buy)	12/09/2004	12/10/2013	Common Stock	282	\$ 42.885	D	Â
Employee Stock Option (right to buy)	Â (3)	12/09/2013	Common Stock	2,218	\$ 42.885	D	Â
Employee Stock Option (right to buy)	Â (4)	12/14/2014	Common Stock	2,500	\$ 40.915	D	Â
Employee Stock Option (right to buy)	Â (5)	10/18/2015	Common Stock	2,500	\$ 26.15	D	Â
Employee Stock Option (right to buy)	Â (6)	12/16/2018	Common Stock	4,422	\$ 22.655	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	2,640	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarapchak Richard C 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Â	Â	Â VP & Corporate Controller	Â

Signatures

Curt A. Kramer, Attorney
in fact

03/19/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Options became exercisable in three equal installments of 1,100 shares on 12/11/2002; 12/11/2003; and 12/11/2004.
 - (3) The Options became exercisable as to 552 shares on 12/9/2004; as to 833 shares on 12/9/2005 and as to 833 shares on 12/9/2006.
 - (4) The Options became exercisable as to 834 shares on 12/14/2005; as to 833 shares on 12/14/2006 and as to 833 shares on 12/14/2007.
 - (5) The Options became exercisable as to 834 shares on 10/18/2006; as to 833 shares on 10/18/2007 and as to 833 shares on 10/18/2008.
 - (6) The Options became exercisable as to 1,474 shares on 12/16/2009; and will become exercisable as to 1,474 shares on 12/16/2010 and as to 1,474 shares on 12/16/2011.

Edgar Filing: Tarapchak Richard C - Form 3

(7) The restricted stock units become payable in cash in three equal annual installments of 880 shares on 12/15/2010; 12/15/2011 and 12/15/2012.

(8) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.

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.