

USTIAN DANIEL C  
Form 4  
April 16, 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 \*  
USTIAN DANIEL C

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/14/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

(Street)

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

WARRENVILLE, IL 60555

(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 or Price		
Common Stock	04/14/2010		M		10,576 A \$ 38.2	137,779	D
Common Stock	04/14/2010		F		9,082 D \$ 49.84	128,697	D
Common Stock	04/14/2010		M		2,617 A \$ 38.2	131,314	D
Common Stock	04/14/2010		F		2,248 D \$ 49.84	129,066	D
	04/14/2010		M		51,407 A \$ 38.2	180,473	D

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Common Stock								
Common Stock	04/14/2010		F	44,139	D	\$ 49.84	136,334	D
Common Stock							3,909.6597	I
Premium Share Units							11,910	D

By Navistar 401(k) Savings Plan

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of 3
Employee Stock Option (right to buy)	\$ 38.2	04/14/2010		M		12/11/2002 12/12/2011	10,576	Common Stock	10
Employee Stock Option (right to buy)	\$ 38.2	04/14/2010		M		12/11/2004 12/11/2011	2,617	Common Stock	2
Employee Stock Option (right to buy)	\$ 38.2	04/14/2010		M		<sup>(1)</sup> 12/12/2011	51,407	Common Stock	51
	\$ 49.84	04/14/2010		A		10/14/2010 12/12/2011	9,082		9

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 49.84 04/14/2010 A 2,248 10/14/2010 12/11/2011

Common  
Stock 2

Employee  
Stock  
Option  
(right to  
buy)

\$ 49.84 04/14/2010 A 44,139 10/14/2010 12/12/2011

Common  
Stock 44

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USTIAN DANIEL C NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555	X		Chairman, President and CEO	

## Signatures

Curt A. Kramer, Attorney  
in fact

04/16/2010

\_\_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).

(1) The Option became exercisable as to 10,958 shares on 12/11/2002, as to 21,533 shares on 12/11/2003 and as to 18,916 shares on 12/11/2004.

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.