

NAVISTAR INTERNATIONAL CORP
 Form 4
 December 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 *
 COCHRAN PHYLLIS E

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)
 4201 WINFIELD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2010

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 President, Parts Group Subsid

WARRENVILLE, IL 60555

(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/15/2010		F	381 D \$ 59.355	27,659	D	
Common Stock					4,796.8676	I	By 401(k) Plan
Premium Share Units					3,180	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)

displays a currently valid OMB control number.

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 58.915	12/14/2010		A	13,400	(1) 12/14/2017	Common Stock	13,400
Performance Rights	(2)	12/14/2010		A	5,600	(2) (2)	Common Stock	5,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCHRAN PHYLLIS E 4201 WINFIELD ROAD WARRENVILLE, IL 60555			President, Parts Group Subsid	

Signatures

Curt A. Kramer, Attorney
in fact 12/16/2010

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 is exercisable in three annual installments as follows: 4,467 shares on 12/14/2011; 4,466 shares on 12/14/2012; and 4,467 shares on 12/14/2013.
- (2) Each performance right represents a contingent right to receive the cash value of one share of Navistar's common stock. The vesting of the performance rights is based on the Relative Total Shareholder Return ("TSR") of Navistar as compared to the TSR of a 23 company peer group. Performance rights granted represents the target shares and actual performance rights earned could be anywhere from 0 to 200% of the number of performance rights granted. The initial performance period is 3 years; if Navistar's initial 3 year performance period is below target against the peer group, an additional 2 year performance period would be tacked on to the initial performance period. The performance rights expire upon payout, if any, of the award, and in any case no later than October 31, 2015.

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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