

Covey Steven K
Form 4
June 18, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Covey Steven K

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)
NAVISTAR INTERNATIONAL
CORPORATION, 4201 WINFIELD
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2009

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, GC & Chief Ethics Officer

(Street)
WARRENVILLE, IL 60555

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

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	06/16/2009		M		2,900	A \$ 40.4063	25,923	D
Common Stock	06/16/2009		F		2,708	D \$ 44.6049	23,215	D
Common Stock	06/16/2009		M		1,000	A \$ 40.4063	24,215	D
Common Stock	06/16/2009		F		934	D \$ 44.6049	23,281	D
						2,435.376 ⁽¹⁾	I	

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Common
Stock

By
Navistar
401(k)
Plan

Premium
Share
Units

2,401 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 40.4063	06/16/2009		M	2,900	(2) 12/14/2009	Common Stock	2,900
Employee Stock Option (right to buy)	\$ 40.4063	06/16/2009		M	1,000	(3) 12/15/2009	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Covey Steven K NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD	SVP, GC & Chief Ethics Officer

WARRENVILLE, IL 60555

Signatures

Curt A. Kramer, Attorney

in fact

06/18/2009

__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 reporting person disposed of 9.7578 shares under Navistar International Corporation's 401(k) Plan to adjust for yearly contributions limits imposed under the Internal Revenue Code for 2008.
- (2) The Option became exercisable as to 1,933 shares on 6/14/2001 and as to 967 shares on 12/14/2002.
- (3) The Option became exercisable as to 666 shares on 6/14/2001 and as to 334 shares on 12/14/2002.

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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