Elliott Greg W Form 4 March 22, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Elliott Greg W

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

NAVISTAR INTERNATIONAL CORP [NAV]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner __X__ Other (specify Officer (give title

(Month/Day/Year) 03/18/2010

below) below) SVP HR & Admin. Operating Sub

(Street)

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

WARRENVILLE, IL 60555

4201 WINFIELD ROAD

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. Transactio Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	03/18/2010		Code V M	Amount 4,414	(D)	Price \$ 22.655	26,363	D			
Common Stock	03/18/2010		S	4,414	D	\$ 42.77 (1)	21,949	D			
Common Stock	03/18/2010		M	2,487	A	\$ 22.655	24,436	D			
Common Stock	03/18/2010		S	2,487	D	\$ 42.7 (2)	21,949	D			
Common Stock							245.6168 (3)	I	By Navistar 401(k)		

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)	Transaction Date 3A. Deemed 4. Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.655	03/18/2010		M	4,414	<u>(4)</u>	12/16/2018	Common Stock	4,414
Employee Stock Option (right to buy)	\$ 22.655	03/18/2010		M	2,487	<u>(5)</u>	12/16/2018	Common Stock	2,487

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Elliott Greg W 4201 WINFIELD ROAD

4201 WINFIELD ROAD SVP HR & Admin. Operating Sub WARRENVILLE, IL 60555

Signatures

Curt A. Kramer, Attorney

in fact 03/19/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging form \$42.75 to \$42.79, inclusive. The reporting person undertakes to provide Navistar International Corporation, any security holder of Navistar
- (1) International Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.68 to \$42.73, inclusive.
- (3) The reporting person acquired 0.017 shares on February 4, 2010, as part of an allocation of proceeds received from settlement of a lawsuit. The allocation of proceeds was made to all Navistar 401(k) plan participants.
- (4) The option, representing a right to purchase a total of 13,242 shares, became exercisable as to 4,414 of the shares on 12/16/2009, and will become exercisable as to 4,414 of the shares on 12/16/2011.
- (5) The option, representing a right to purchase a total of 7,461 shares, became exercisable as to 2,487 of the shares on 12/16/2009, and will become exercisable as to 2,487 of the shares on 12/16/2010, and as to 2,487 of the shares on 12/16/2011.

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.