**USTIAN DANIEL C** Form 4

April 14, 2010

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction

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 \* **USTIAN DANIEL C** 

2. Issuer Name and Ticker or Trading Symbol

NAVISTAR INTERNATIONAL

CORP [NAV] 3. Date of Earliest Transaction

04/12/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last) (First) (Middle)

(Month/Day/Year)

\_X\_ Director 10% Owner Other (specify X\_ Officer (give title

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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WARRENVILLE, IL 60555

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (		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	04/12/2010		M	4,713	A	\$ 21.22	118,828	D	
Common Stock	04/12/2010		F	3,076	D	\$ 49.815	115,752	D	
Common Stock	04/12/2010		M	4,333	A	\$ 21.22	120,085	D	
Common Stock	04/12/2010		F	2,828	D	\$ 49.815	117,257	D	
	04/12/2010		M	28,620	A	\$ 21.22	145,877	D	

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Common Stock								
Common Stock	04/12/2010	F	18,674	D	\$ 49.815	127,203	D	
Common Stock						3,909.6597 (1)	I	By Navistar 401(k) Savings Plan
Premium Share Units						11,910	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)

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M		4,713	<u>(2)</u>	12/12/2010	Common Stock	4,
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M		4,333	<u>(3)</u>	12/13/2010	Common Stock	4,
Employee Stock Option (right to buy)	\$ 21.22	04/12/2010		M		28,620	<u>(4)</u>	12/13/2010	Common Stock	28
	\$ 49.815	04/12/2010		A	3,076		10/12/2010	12/12/2010		3.

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Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 49.815	04/12/2010	A	2,828	10/12/2010	12/13/2010	Common Stock	2,
Employee Stock Option (right to buy)	\$ 49.815	04/12/2010	A	18,674	10/12/2010	12/13/2010	Common Stock	18

### **Reporting Owners**

Relationships					
Director	10% Owner	Officer	Other		
X		Chairman, President and CEO			
			Director 10% Owner Officer		

### **Signatures**

Curt A. Kramer, Attorney

in fact 04/14/2010

\*\*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 reporting person acquired 0.2725 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.
- $\textbf{(2)} \quad \text{The Option became exercisable as to 1 share on } 12/12/2002 \text{ and as to } 4,712 \text{ shares on } 12/12/2003.$
- (3) The Option became exercisable as to 2,166 shares on 12/12/2002 and as to 2,167 shares on 12/12/2003.
- (4) The Option became exercisable as to 16,665 shares on 12/12/2002 and as to 11,955 shares on 12/12/2003.

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.

Reporting Owners 3