

NAVISTAR INTERNATIONAL CORP

Form 4

April 14, 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 *
KAPUR DEEPAK TIGGHS

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)
04/13/2010

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

WARRENVILLE, IL 60555

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

(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 | 04/13/2010 | | M | 43,875 A \$ 26.15 | 115,397 | D | |
| Common Stock | 04/13/2010 | | S | 43,875 D \$ 50 | 71,522 | D | |
| Common Stock | 04/13/2010 | | M | 3,825 A \$ 26.15 | 75,347 | D | |
| Common Stock | 04/13/2010 | | S | 3,825 D \$ 50 | 71,522 | D | |
| Premium Share Units | | | | | 5,879 | D | |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 26.15 | 04/13/2010 | | M | 43,875 | <u>(1)</u> 10/18/2015 | Common Stock 43,875 |
| Employee Stock Option (right to buy) | \$ 26.15 | 04/13/2010 | | M | 3,825 | <u>(2)</u> 10/18/2015 | Common Stock 3,825 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KAPUR DEEPAK TIGGHS
4201 WINFIELD ROAD
WARRENVILLE, IL 60555

President, Truck Group Subsid

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).

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- (1) The Option became exercisable as to 15,899 shares on 10/18/2006, as to 15,900 shares on 10/18/2007 and as to 12,076 shares on 10/18/2008.
- (2) The Option became exercisable as to 1 share on 10/18/2006 and as to 3,824 shares on 10/18/2008.

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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