USTIAN DANIEL C

Form 4

November 22, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **USTIAN DANIEL C**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

NAVISTAR INTERNATIONAL CORP [NAV]

3. Date of Earliest Transaction

X Director 10% Owner Other (specify X_ Officer (give title

(Middle)

(Month/Day/Year) below) 11/18/2010 Chairman, President and CEO

NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

(First)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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	11/18/2010		M	3,076	A	\$ 49.815	110,687	D	
Common Stock	11/18/2010		F	2,979	D	\$ 52.58	107,708	D	
Common Stock	11/18/2010		M	18,674	A	\$ 49.815	126,382	D	
Common Stock	11/18/2010		F	18,080	D	\$ 52.58	108,302	D	
	11/18/2010		M	2,828	A		111,130	D	

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Common Stock					\$ 49.815			
Common Stock	11/18/2010	F	2,739	D	\$ 52.58	108,391	D	
Common Stock						3,909.6597	I	By Navistar 401(k) Savings Plan
Premium Share Units (1)						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. Transactic Code (Instr. 8)			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)	\$ 49.815	11/18/2010		M		3,076	10/12/2010	12/12/2010	Common Stock	3,076
Employee Stock Option (right to buy)	\$ 49.815	11/18/2010		M		18,674	10/12/2010	12/13/2010	Common Stock	18,674
Employee Stock Option (right to buy)	\$ 49.815	11/18/2010		M		2,828	10/12/2010	12/13/2010	Common Stock	2,828

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

USTIAN DANIEL C NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555

X Chairman, President and CEO

Signatures

Curt A. Kramer, Attorney in fact

11/22/2010

**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 Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.

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.

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