

Moran James M  
 Form 4  
 December 16, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Moran James M

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)  
 12/14/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President and Treasurer

(Street)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/14/2011		M	694	A (2) 9,475	D	
Common Stock	12/14/2011		D	694	D \$ 36.28 8,781	D	
Common Stock	12/15/2011		F	144	D \$ 36.98 8,637	D	
Common Stock	12/14/2011		M	167	A (2) 1,330	I	By wife
	12/14/2011		D	167	D 1,163	I	By wife

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Common Stock						\$ 36.28			
Common Stock	12/15/2011		M	333	A	(2)	1,496	I	By wife
Common Stock	12/15/2011		D	333	D	\$ 36.98	1,163	I	By wife
Common Stock							194.4883	I	By wife through Navistar 401(k) Savings Plan
Premium Shares (1)							1,786	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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/14/2011		M	694	(3)	(3)	Common Stock	694
Restricted Stock Units	(2)	12/14/2011		M	167	(4)	(4)	Common Stock	167
Restricted Stock Units	(2)	12/15/2011		M	333	(5)	(5)	Common Stock	333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moran James M NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555			Vice President and Treasurer	

## Signatures

Curt A. Kramer, Attorney

in fact

12/16/2011

\*\*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.
- (2) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- (3) The restricted stock units became or will become payable in cash in three annual installments as follows: 694 shares on 12/14/2011; 693 shares on 12/14/2012 and 693 shares on 12/14/2013.
- (4) The restricted stock units became or will become payable in cash in three annual installments as follows: 167 shares on 12/14/2011; 166 shares on 12/14/2012 and 167 shares on 12/14/2013.
- (5) The restricted stock units became or will become payable in cash in three annual installments as follows: 334 shares on 12/15/2010; 333 shares on 12/15/2011 and 333 shares on 12/15/2012.

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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