**USTIAN DANIEL C** 

Form 4

Common

Common

Common

Common

Stock

Stock

Stock

Stock

12/15/2009

12/15/2009

12/16/2009

December 17, 2009

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading USTIAN DANIEL C Issuer Symbol NAVISTAR INTERNATIONAL (Check all applicable) CORP [NAV] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X\_ Officer (give title Other (specify (Month/Day/Year) below) NAVISTAR INTERNATIONAL 12/15/2009 Chairman, President and CEO CORPORATION, 4201 WINFIELD ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting WARRENVILLE, IL 60555 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Securities Ownership Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price

Amount

18,058

433

2,149

Α

F

F

\$0

35.635

Α

D

D

Navistar 401(k)

By

D

D

D

I

116,697

116,264

114,115

3,909.3872

Savings Plan

Common

Stock

91,656

Premium

Share 11,910 D

Units

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

(1)

12/15/2016

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or 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)	
Employee			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Α

buy)

Stock

Option

(right to

### **Reporting Owners**

\$ 35.805

12/15/2009

Reporting Owner Name / Address	Keiauonsinps				
	Director	10% Owner	Officer	Other	

91,656

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

## **Signatures**

Curt A. Kramer, Attorney

in fact 12/17/2009

\*\*Signature of Reporting Person Date

Reporting Owners 2

#### Edgar Filing: USTIAN DANIEL C - Form 4

# **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 Option is exercisable in three annual installments as follows: 30,552 shares on 12/16/2009; 30,552 shares on 12/16/2010; and 30,552 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.