USTIAN DANIEL C

Form 4

December 20, 2010

December 20									OMD A			
FORM	$ 4 _{\text{UNITED }}$	TATES	SECTIO	ITIES AI	ND FY	יואי	NCF (COMMISSION		PPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no long		, , , , , , , , , , , , , , , , , , , ,						January 31,				
subject to Section 16 Form 4 or	STATEM 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: 2005 Estimated average burden hours per response 0.5			
Form 5 obligation may conti <i>See</i> Instru 1(b).	Section 17(a) of the I	Public Uti	* *	ing Com	pany	Act o	ge Act of 1934, f 1935 or Section 40	ı			
(Print or Type R	esponses)											
USTIAN DANIEL C Symbol NAVI			Symbol	Name and				5. Relationship of Reporting Person(s) to Issuer				
			NAVIST CORP [1	TAR INTI NAV]	ERNATI	ONA	AL	(Check all applicable)				
			3. Date of (Month/Da	Earliest Tra	nsaction			_X_ Director 10% OwnerX_ Officer (give title Other (specify below)				
NAVISTAR INTERNATIONAL 12/16/20 CORPORATION, 4201 WINFIELD ROAD				nel				below) below) Chairman, President and CEO				
	(Street) 4. If Amer Filed(Mont				e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WARRENV	ILLE, IL 60555							Form filed by M. Person				
(City)	(State) ((Zip)	Table	I - Non-D	erivative S	Securi	ties Aco	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or Di (D) (Instr. 3,	spose	d of	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/16/2010			Code V F	Amount 2,288	(D)	Price \$ 59.3		D			
Common Stock								3,909.6597	I	By Navistar 401(k) Savings Plan		
Premium Share Units (1)								11,910	D			

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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)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

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 12/20/2010

**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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