

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
February 28, 2005

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): February 23, 2005**

**NAVISTAR INTERNATIONAL CORPORATION**  
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-9618</u>	<u>36-3359573</u>
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification No.)
<u>4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois</u>		<u>60555</u>
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (630) 753-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On February 23, 2005, the Registrant entered into a material definitive agreement, attached as Exhibit 10.1 to this report, in which it proposes to issue and sell \$400,000,000 aggregate principle amount of its 6¼% Senior Notes due 2012 to the various financial institutions set forth in the agreement. The notes will be sold in a Rule 144A offering.

ITEM 8.01. OTHER EVENTS

On February 23, 2005, the Registrant issued a press release, which is attached as Exhibit 99.1 to this Report and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

The following exhibit is deemed to be filed under the Securities Exchange Act of 1934, as amended.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
10.1	Purchase agreement for \$400,000,000 6¼% Senior Notes due 2012.	E-1
99.1	Press release dated February 23, 2005.	E-30

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

Registrant

Date: February 28, 2005

/s/ Mark T. Schwetschenau

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Mark T. Schwetschenau  
Senior Vice President and Controller  
(Principal Accounting Officer)