

Cederoth Andrew J  
Form 4  
March 30, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Cederoth Andrew J

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)  
4201 WINFIELD ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/28/2011		M	3,391 A \$ 42.885	23,649	D	
Common Stock	03/28/2011		F	2,534 D \$ 68.015	21,115	D	
Common Stock	03/28/2011		M	3,209 A \$ 42.885	24,324	D	
Common Stock	03/28/2011		F	2,397 D \$ 68.015	21,927	D	
Common Stock	03/28/2011		M	4,262 A \$ 40.915	26,189	D	

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Common Stock	03/28/2011	F	3,099	D	\$ 68.015	23,090	D
Common Stock	03/28/2011	M	2,338	A	\$ 40.915	25,428	D
Common Stock	03/28/2011	F	1,700	D	\$ 68.015	23,728	D
Common Stock	03/29/2011	M	4,019	A	\$ 26.15	27,747	D
Common Stock	03/29/2011	S	4,019	D	\$ 67.34	23,728	D
Common Stock	03/29/2011	M	2,581	A	\$ 26.15	26,309	D
Common Stock	03/29/2011	S	2,581	D	\$ 67.34	23,728	D
Common Stock	03/29/2011	M	2,948	A	\$ 22.655	26,676	D
Common Stock	03/29/2011	S	2,948	D	\$ 67.34	23,728	D
Common Stock						2,007.9276	I
Deferred Share Units						3,607	D
Premium Share Units <sup>(1)</sup>						1,466	D

By  
Navistar  
401(k)  
plan

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. 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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.885	03/28/2011	M			3,391	<u>(2)</u>	12/10/2013	Common Stock	3,391
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			2,534	09/28/2011	12/10/2013	Common Stock	2,534
Employee Stock Option (right to buy)	\$ 42.885	03/28/2011	M			3,209	<u>(3)</u>	12/09/2013	Common Stock	3,209
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			2,397	09/28/2011	12/09/2013	Common Stock	2,397
Employee Stock Option (right to buy)	\$ 40.915	03/28/2011	M			4,262	<u>(4)</u>	12/14/2014	Common Stock	4,262
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			3,099	09/28/2011	12/14/2014	Common Stock	3,099
Employee Stock Option (right to buy)	\$ 40.915	03/28/2011	M			2,338	<u>(5)</u>	12/14/2014	Common Stock	2,338
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			1,700	09/28/2011	12/14/2014	Common Stock	1,700
Employee Stock	\$ 26.15	03/29/2011	M			4,019	<u>(6)</u>	10/18/2015	Common Stock	4,019

Option  
(right to  
buy)

Employee  
Stock

Option \$ 26.15 03/29/2011  
(right to  
buy)

M

2,581

(7)

10/18/2015

Common  
Stock

2,581

Employee  
Stock

Option \$ 22.655 03/29/2011  
(right to  
buy)

M

2,948

(8)

12/16/2018

Common  
Stock

2,948

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Cederoth Andrew J  
4201 WINFIELD ROAD  
WARRENVILLE, IL 60555

Executive VP and CFO

## Signatures

Curt A. Kramer, Attorney  
in fact

03/30/2011

\_\_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) The Option became exercisable as to 2,200 shares on 12/09/2004 and as to 1,191 shares on 12/09/2005.
- (3) The Option became exercisable as to 1,009 shares on 12/09/2005 and as to 2,200 shares on 12/09/2006.
- (4) The Option became exercisable as to 2,200 shares on 12/14/2005 and as to 2,062 shares on 12/14/2006.
- (5) The Option became exercisable as to 138 shares on 12/14/2006 and as to 2,200 shares on 12/14/2007.
- (6) The Option became exercisable as to 2,200 shares on 10/18/2006 and as to 1,819 shares on 10/18/2007.
- (7) The Option became exercisable as to 381 shares on 10/18/2007 and as to 2,200 shares on 10/18/2008.
- (8) The options exercised were from an award of 4,422 stock options that became exercisable as to 1,474 shares on 12/16/2009 and as to 1,474 shares on 12/16/2010. The remaining 1,474 options will become exercisable on 12/16/2011.

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