Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

NAVISTAR INTERNATIONAL CORP

Form 4 April 03, 2009

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to

Washington, D.C. 20549

January 31, Expires: 2005

0.5

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CORRENTI JOHN D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NAVISTAR INTERNATIONAL

(Check all applicable)

CORP [NAV]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009

X_ Director 10% Owner Officer (give title Other (specify

NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD

(Street)

(First)

ROAD

(Last)

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Reported

Common Stock

Code V Amount (D) Price

D 7,273

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

(Month/Day/Year)

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)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	. Number of 6. Date Exercisable and Expiration		7. Title and Amo	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	ecurities (Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
				Code v	(A) (D)				3116
Phantom Stock Units	\$ 0 (1)	04/01/2009		A	545.703	04/01/2009(2)	04/01/2009(2)	Common Stock	54

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CORRENTI JOHN D

NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD

WARRENVILLE, IL 60555

Signatures

Curt A. Kramer, Attorney in fact

04/03/2009

**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) Conversion is on a 1 for 1 basis
- (2) The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

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.

Reporting Owners 2