Edgar Filing: HARRISON DAVID D - Form 4

HARRISON I Form 4	DAVID D									
April 04, 201	1									
FORM	4								PPROVAL	
	D STATES	5 SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed p Section 1	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 20(b) of the Investment Company Act of 1040							January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> HARRISON DAVID D			2. Issuer Name and Ticker or Trading Symbol NAVISTAR INTERNATIONAL CORP [NAV]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) INTERNATI(ION, 4201 W		3. Date of (Month/Da 04/01/20	•	nsaction		X Director Officer (give below)	e title 109 Oth below)	% Owner her (specify	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WARRENVI	ILLE, IL 6055	5					Form filed by I Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution any		3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock							2,333	D		
Reminder: Repo	rt on a separate li	ne for each c	lass of secur	ities benefic	cially owne	ed 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: HARRISON DAVID D - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expirat Date (Month/Day/Year)	ion 7. Title and Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration D	An ate Title Nu Sha
Phantom Stock Units	\$ 0 <u>(1)</u>	04/01/2011		А	216.763	04/01/2011(2) 04/01/201	$1^{(2)}$ Common 21 Stock

Reporting Owners

Reporting Owner Name / Address			Relationships					
F8	Director	10% Owner	Officer	Other				
HARRISON DAVID D NAVISTAR INTERNATIONAL CO 4201 WINFIELD ROAD WARRENVILLE, IL 60555	PRPORATION	х						
Signatures								
Curt A. Kramer, Attorney								
in fact	04/04/2011							
<pre>**Signature of Reporting Person</pre>	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.