ALLEN JOHN J

Form 4

Premium Share Units

December 18, 2012

December 18	5, 2012								
<b>FORM</b>	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL		
Washington, D.C. 20549						OMB Number:	3235-0287		
Check thi if no long	er				NEDGIJID OF	Expires:	January 31, 2005		
subject to Section 1 Form 4 or Form 5	6. r	TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES				Estimated a burden hou response	verage		
obligation may conti See Instru 1(b).	sinue. Section 17(a	suant to Section 1 a) of the Public U 30(h) of the Ir		mpany Act of	f 1935 or Section	n			
(Print or Type R	Responses)								
1. Name and A ALLEN JOH	ddress of Reporting F HN J	Symbol	r Name <b>and</b> Ticker of TAR INTERNA [NAV]	_	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)  C/O NAVIS INTERNAT CORPORAT DRIVE	TAR	3. Date o (Month/I 12/15/2	f Earliest Transaction Day/Year)	ı	Director 10% Owner Officer (give titleX Other (specify below)  Pres. NA Truck/Parts Ops Subs				
LISLE, IL 6	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  II. 60532				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
		(7:)			Person				
(City)			le I - Non-Derivativ						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or I Code (Instr. 3	(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common Stock	12/15/2012		F 661	D \$ 21.94	28,032	D			
Deferred Share Units (1)					1,821	D			

5,094

D

## Edgar Filing: ALLEN JOHN J - Form 4

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)

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 Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,			
									Amount		
						Date	Expiration	or			
					Exercisable	Date	Title Number	Number			
						2.1010184610		of	of		
				Code V	(A) (D)			S	Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

ALLEN JOHN J C/O NAVISTAR INTERNATIONAL **CORPORATION** 2701 NAVISTAR DRIVE **LISLE, IL 60532** 

Pres. NA Truck/Parts Ops Subs

## **Signatures**

Curt A. Kramer, Attorney

in fact 12/18/2012

\*\*Signature of Reporting Person

## **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).
- The deferred share units were acquired under Navistar's Executive Stock Ownership Program. Each deferred share unit represents one (1) share of Navistar common stock.
- 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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