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NAVISTAR INTERNATIONAL CORP

Form 4

February 05, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Elliott Greg W Issuer Symbol NAVISTAR INTERNATIONAL (Check all applicable) CORP [NAV] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) C/O NAVISTAR 02/03/2015 SVP HR & Admin. Operating Sub **INTERNATIONAL** CORPORATION, 2701 NAVISTAR **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

LISLE, IL 60532

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/03/2015		M	683	A	\$ 0 (1)	18,969	D	
Common Stock	02/03/2015		D	683	D	\$ 29.71	18,286	D	
Common Stock							245.6168	I	By Navistar 401(k) Plan

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Premium

Share Units 2,758 D

(2)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	onth/Day/Year) Execution Date, if Transaction of		onof	Expiration D	ate	Underlying Securities		Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)		(Instr. 3 and 4)		Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities	· ·				(Instr.
	Derivative				Acquired					
	Security				(A) or					
	•				Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Expiration	TP:41	or	
						Exercisable	Date	Title	Number	
				C 1 17	(A) (D)				of	
				Code V	(A) (D)				Shares	
Restricted										
	(1)	02/02/2015		M	602	(3)	(3)	Common	602	Φ.
Stock	<u>(1)</u>	02/03/2015		M	683	(3)	(3)	Stock	683	\$ (

Reporting Owners

Units

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Elliott Greg W C/O NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532

Signatures

Reporting Owners

Curt A. Kramer, Attorney

in fact 02/04/2015

**Signature of Reporting Person Date

SVP HR & Admin. Operating

2

Stock

Sub

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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) Each restricted stock unit (RSU) represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless the Corporation elects to settle the RSUs in common stock.
- (2) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.
- The RSUs disposed were from a grant of 2,049 RSUs that became or will become payable in cash, unless the Corporation elects to settle (3) the RSUs in common stock, in three annual installments as follows: 683 shares on 2/3/2015; 683 shares on 2/3/2016; and 683 shares on 2/3/2017.

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.