

Covey Steven K
 Form 4
 June 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Covey Steven K

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/18/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, GC & Chief Ethics Officer

NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

(Street)

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

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 06/18/2010 | | M | A | \$ 26.385 | 29,900 | D |
| Common Stock | 06/18/2010 | | F | D | \$ 57.38 | 28,053 | D |
| Common Stock | 06/18/2010 | | M | A | \$ 26.385 | 28,971 | D |
| Common Stock | 06/18/2010 | | F | D | \$ 57.38 | 28,401 | D |
| | | | | | 2,435.5459 | | I |

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Common
Stock

By
Navistar
401(k)
Plan

Premium
Share
Units

2,401 ⁽¹⁾ D

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 26.385 | 06/18/2010 | | M | 2,982 | <u>(2)</u> | 12/10/2012 | Common Stock | 2,982 |
| Employee Stock Option (right to buy) | \$ 26.385 | 06/18/2010 | | M | 918 | 12/10/2005 | 12/11/2012 | Common Stock | 918 |
| Employee Stock Option (right to buy) | \$ 57.38 | 06/18/2010 | | A | 1,847 | 12/18/2010 | 12/10/2012 | Common Stock | 1,847 |
| Employee Stock Option (right to buy) | \$ 57.38 | 06/18/2010 | | A | 570 | 12/18/2010 | 12/11/2012 | Common Stock | 570 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Covey Steven K NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555 | | | SVP, GC & Chief Ethics Officer | |

Signatures

Curt A. Kramer, Attorney
in fact 06/21/2010
**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 follows: 1,300 shares on 12/10/2003; 1,300 shares on 12/10/2004; and 382 shares on 12/10/2005.

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.