

Moran James M  
 Form 4  
 December 16, 2010

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

OMB APPROVAL

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**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 \*  
 Moran James M

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)  
 12/14/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President and Treasurer

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	12/15/2010		M	334	A	21	1,497	I	By wife	
Common Stock	12/15/2010		D	334	D	\$	59.355	1,163	I	By wife
Common Stock							6,212	D		
Common Stock							194.4748	I	By wife through Navistar	

401(k)  
Savings  
Plan

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)	\$ 58.915	12/14/2010		A	5,200	<u>(1)</u> 12/14/2017	Common Stock	5,200
Restricted Stock Units	<u>(2)</u>	12/14/2010		A	2,080	<u>(3)</u> <u>(3)</u>	Common Stock	2,080
Employee Stock Option (right to buy)	\$ 58.915	12/14/2010		A	1,250	<u>(4)</u> 12/14/2017	Common Stock	1,250
Restricted Stock Units	<u>(2)</u>	12/14/2010		A	500	<u>(5)</u> <u>(5)</u>	Common Stock	500
Restricted Stock Units	<u>(2)</u>	12/15/2010		M	334	<u>(6)</u> <u>(6)</u>	Common Stock	334

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moran James M NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555			Vice President and Treasurer	

## Signatures

Curt A. Kramer, Attorney

in fact

12/16/2009

    \*\*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) The Option is exercisable in three annual installments as follows: 1,734 shares on 12/14/2011; 1,733 shares on 12/14/2012; and 1,733 shares on 12/14/2013.
- (2) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- (3) The restricted stock units become payable in cash in three annual installments as follows: 694 shares on 12/14/2011; 693 shares on 12/14/2012; and 693 shares on 12/14/2013.
- (4) The Option is exercisable in three annual installments as follows: 417 shares on 12/14/2011; 417 shares on 12/14/2012; and 416 shares on 12/14/2013.
- (5) The restricted stock units become payable in cash in three annual installments as follows: 167 shares on 12/14/2011; 167 shares on 12/14/2012; and 166 shares on 12/14/2013.
- (6) The restricted stock units disposed were from an award of 1,000 restricted stock units that became payable in cash as to 334 shares on 12/15/2010; and will become payable in cash as to 333 shares on 12/15/2011; and 333 shares on 12/15/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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