

NAVISTAR INTERNATIONAL CORP
Form SC 13G
February 14, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Navistar International Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

63934E108

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
No. 63934E108

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE
PERSONS (ENTITIES ONLY)

Credit Suisse, on behalf of the Investment Banking
division
 2. CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland
- | | | |
|--|--------------------------------|-----------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH | 5. SOLE VOTING
POWER | 0 |
| | 6. SHARED VOTING
POWER | 3,923,549 |
| | 7. SOLE DISPOSITIVE
POWER | 0 |
| | 8. SHARED
DISPOSITIVE POWER | 3,926,949 |
9. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

3,926,949
 10. CHECK IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES
 11. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

5.5%

12. TYPE OF REPORTING PERSON

BK, HC

Item 1.

- (a) **Name of Issuer**
Navistar International
Corporation
- (b) **Address of Issuer's Principal
Executive Offices**
4201 Winfield Road, P.O. Box
1488, Warrenville, Illinois
60555 , USA

Item 2.

- (a) **Name of Person Filing**
Credit Suisse, on behalf of the
Investment Banking division.
See Schedule I.
- (b) **Address of Principal
Business Office or, if None,
Residence**
Uetlibergstrasse 231, P.O. Box
900, CH 8070 Zurich ,
Switzerland
- (c) **Citizenship**
Switzerland
- (d) **Title of Class of Securities**
Common Stock
- (e) **CUSIP Number**
63934E108

**Item 3. If This Statement is Filed
Pursuant to Rule 13d-1(b), or
13d-2(b) or (c), Check Whether
the Person Filing is a:**

- (a) Broker or dealer
registered under Section
15 of the Act (15 U.S.C.
78o).
- (b) Bank as defined in
Section 3(a)(6) of the
Act (15 U.S.C. 78c).
- (c) Insurance Company as
defined in Section
3(a)(19) of the Act (15
U.S.C. 78c).
- (d) Investment Company
registered under Section

8 of the Investment
Company Act of 1940
(15 U.S.C. 80a-8).

- (e) An investment adviser
in accordance with Rule
240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit
plan or endowment fund
in accordance with Rule
240.13d-1(b)(1)(ii)(F);
- (g) A parent holding
company or control
person in accordance
with Rule
240.13d-1(b)(1)(ii)(G);
- (h) A savings association as
defined in Section 3(b)
of the Federal Deposit
Insurance Act (12
U.S.C. 1813);
- (i) A church plan that is
excluded from the
definition of an
investment company
under Section 3(c)(14)
of the Investment
Company Act of 1940
(15 U.S.C. 80a-3);
- (j) Group, in accordance
with Rule
240.13d-1(b)(1)(ii)(J).

**Item
4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned:

The Bank may be deemed to
beneficially own 3,926,949
shares of the Issuer.

- (b) Percent of Class:

5.5%

- (c) Number of shares as to which
such person has:

- | | | |
|-------|--|-----------|
| (i) | sole power
to vote or
to direct the
vote | 0 |
| (ii) | shared
power to
vote or to
direct the
vote | 3,923,549 |
| (iii) | sole power
to dispose
or to direct
the
disposition
of | 0 |
| (iv) | shared
power to
dispose or
to direct the
disposition
of | 3,926,949 |

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Schedule I.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

CREDIT SUISSE,
acting solely on behalf of the
INVESTMENT BANKING
division

By: /s/ Louise Guarneri

Name: Louise Guarneri

Title: Director

Schedule I

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this Statement is being filed by Credit Suisse (the "Bank"), a Swiss bank, on behalf of its subsidiaries to the extent that they constitute the Investment Banking division (the "Investment Banking division") (the "Reporting Person"). The Reporting Person provides financial advisory and capital raising services, sales and trading for users and suppliers of capital around the world and invests in and manages private equity and venture capital funds. The address of the Bank's principal business and office is Uetlibergstrasse 231, P.O. Box 900, CH 8070 Zurich, Switzerland. The address of the Reporting Person's principal business and office in the United States is Eleven Madison Avenue, New York, New York 10010.

The ultimate parent company of the Bank is Credit Suisse Group ("CSG"), a corporation formed under the laws of Switzerland. CSG is a global financial services company, active in all major financial centers and providing a comprehensive range of banking and insurance products. CSG and its consolidated subsidiaries are comprised of the Bank and the Winterthur division (the "Winterthur division"). In addition to the Investment Banking division, the Bank is comprised of the Asset Management division (the "Asset Management division") and the Private Banking division (the "Private Banking division"). The Asset Management division provides asset management and investment advisory services to institutional, mutual fund and private investors worldwide. The Private Banking division offers global private banking and corporate and retail banking services in Switzerland. The Winterthur division provides life and non-life insurance and pension products to private and corporate clients worldwide. CSG's business address is Paradeplatz 8, P.O. Box 1, CH 8070 Zurich, Switzerland.

CSG, for purposes of the federal securities laws, may be deemed ultimately to control the Bank and the Reporting Person. CSG, its executive officers and directors, and its direct and indirect subsidiaries (including those subsidiaries that constitute the Asset Management division, the Private Banking division and the Winterthur division) may beneficially own securities to which this statement relates (the "Shares") and such Shares are not reported in this statement. CSG disclaims beneficial ownership of Shares beneficially owned by its direct and indirect subsidiaries, including the Reporting Person. Each of the Asset Management division, the Private Banking division and the Winterthur division disclaims beneficial ownership of Shares beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of Shares beneficially owned by CSG, the Asset Management division, the Private Banking division and the Winterthur division.