Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

NAVISTAR INTERNATIONAL CORP

Form 4

December 1	7, 2009								
FORM	ЛΔ						OMB A	PPROVAL	
	UNITE	ED STATE			AND EXCHANGI n, D.C. 20549	E COMMISSION	OMB Number:	3235-0287	
al 1 11 1						ırs per			
(Print or Type	Responses)								
1. Name and Address of Reporting Person * COCHRAN PHYLLIS E			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 (Month/D	Earliest (ay/Year)	Fransaction	Director Officer (give below)	109 titleX Oth	6 Owner ner (specify	
4201 WINFIELD ROAD			12/15/2009			President, Parts Group Subsid			
Filed(Mont			ed(Month/Day/Year) Applicable Line) _X_ Form filed by			One Reporting Person More than One Reporting			
WARREN	VILLE, IL 605	55				Person	iore than one R	cporting	
(City)	(State)	(Zip)	Table	e I - Non-	Derivative Securities	Acquired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security	2. Transaction (Month/Day/Y				4. Securities etionAcquired (A) or	Securities	6. Ownership Form: Direct		

		14.01				quireu, 2 isposeu (or, or <i>Delicition</i>	
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securities on Acquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				(A) or		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount (D)	Price	(IIISu. 3 and 4)		
Common Stock	12/15/2009		A	4,079 A	\$0	26,431	D	
Common Stock						4,796.5335	I	By 401(k) Plan
Premium Share Uni	its					2,543	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.805	12/15/2009		A	20,703	<u>(1)</u>	12/15/2016	Common Stock	20,703

Reporting Owners

Paparting Owner Name / Add	Relationships

Director 10% Owner Officer Other

COCHRAN PHYLLIS E 4201 WINFIELD ROAD WARRENVILLE, IL 60555

President, Parts Group Subsid

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).
- The Option is exercisable in three annual installments as follows: 6,901 shares on 12/15/2010; 6,901 shares on 12/15/2011; and 6,901 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. 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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