

Tarapchak Richard C
Form 3
March 19, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Tarapchak Richard C

(Last) (First) (Middle)

4201 WINFIELD ROAD

(Street)

WARRENVILLE,Â ILÂ 60555

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/11/2010

3. Issuer Name and Ticker or Trading Symbol

NAVISTAR INTERNATIONAL CORP [NAV]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)
VP & Corporate Controller

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

5,045

D

Â

Common Stock

1,333.5131

I

Navistar 401(k) Plan

Premium Share Units ⁽¹⁾

657

D

Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (2)	12/11/2011	Common Stock	3,300	\$ 38.2	D	Â
Employee Stock Option (right to buy)	12/09/2004	12/10/2013	Common Stock	282	\$ 42.885	D	Â
Employee Stock Option (right to buy)	Â (3)	12/09/2013	Common Stock	2,218	\$ 42.885	D	Â
Employee Stock Option (right to buy)	Â (4)	12/14/2014	Common Stock	2,500	\$ 40.915	D	Â
Employee Stock Option (right to buy)	Â (5)	10/18/2015	Common Stock	2,500	\$ 26.15	D	Â
Employee Stock Option (right to buy)	Â (6)	12/16/2018	Common Stock	4,422	\$ 22.655	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	2,640	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarapchak Richard C 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Â	Â	Â VP & Corporate Controller	Â

Signatures

Curt A. Kramer, Attorney
in fact 03/19/2010

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Options became exercisable in three equal installments of 1,100 shares on 12/11/2002; 12/11/2003; and 12/11/2004.
- (3) The Options became exercisable as to 552 shares on 12/9/2004; as to 833 shares on 12/9/2005 and as to 833 shares on 12/9/2006.
- (4) The Options became exercisable as to 834 shares on 12/14/2005; as to 833 shares on 12/14/2006 and as to 833 shares on 12/14/2007.
- (5) The Options became exercisable as to 834 shares on 10/18/2006; as to 833 shares on 10/18/2007 and as to 833 shares on 10/18/2008.
- (6) The Options became exercisable as to 1,474 shares on 12/16/2009; and will become exercisable as to 1,474 shares on 12/16/2010 and as to 1,474 shares on 12/16/2011.

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(7) The restricted stock units become payable in cash in three equal annual installments of 880 shares on 12/15/2010; 12/15/2011 and 12/15/2012.

(8) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.

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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