

McMenamin William V
 Form 4
 December 13, 2017

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 *
 McMenamin William V

2. Issuer Name and Ticker or Trading Symbol
 NAVISTAR INTERNATIONAL CORP [NAV]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President Fin Serv & Treasurer

(Last) (First) (Middle)
 NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2017

(Street)
 LISLE, IL 60532

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

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					32,598	D	
Premium Share Units (1)					1,681	D	

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

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(2) On February 11, 2015, the reporting person was granted an option to purchase 6,891 shares of common stock subject to Navistar's satisfaction of certain EBITDA Margin performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 2,067 options. The options acquired continue to be subject to service vesting conditions and will fully vest and be exercisable on February 11, 2018.

(3) On February 11, 2015, the reporting person was granted an option to purchase 6,892 shares of common stock subject to Navistar's satisfaction of certain Revenue Growth performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,723 options. The options acquired continue to be subject to service vesting conditions and will fully vest and be exercisable on February 11, 2018.

(4) On February 11, 2015, the reporting person was granted 2,620 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain EBITDA Margin performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,572 units. The units acquired continue to be subject to service vesting conditions and will vest in full on February 11, 2018. The units expire upon payout, if any, of the award, and in any case no later than February 11, 2018.

(5) On February 11, 2015, the reporting person was granted 2,620 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain Revenue Growth performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,310 units. The units acquired continue to be subject to service vesting conditions and will vest in full on February 11, 2018. The units expire upon payout, if any, of the award, and in any case no later than February 11, 2018.

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.