

NAVISTAR INTERNATIONAL CORP

Form 4

November 03, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Covey Steven K

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)
10/30/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, GC & Chief Ethics Officer

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 10/30/2008 | | M | | 2,508 | A | \$ 25.875 | 21,325 | D | |
| Common Stock | 10/30/2008 | | F | | 2,375 | D | \$ 27.995 | 18,950 | D | |
| Common Stock | 10/30/2008 | | M | | 1,492 | A | \$ 25.875 | 20,442 | D | |
| Common Stock | 10/30/2008 | | F | | 1,414 | D | \$ 27.995 | 19,028 | D | |
| | | | | | | | | 2,445.1338 | I | |

Common
Stock

By
Navistar
401(k)
Plan

Premium
Share
Units

2,401 D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 25.875 | 10/30/2008 | | M | 2,508 | <u>(1)</u> 12/15/2008 | Common Stock | 2,508 |
| Employee Stock Option (right to buy) | \$ 25.875 | 10/30/2008 | | M | 1,492 | <u>(2)</u> 12/16/2008 | Common Stock | 1,492 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Covey Steven K
NAVISTAR INTERNATIONAL CORPORATION
4201 WINFIELD ROAD

SVP, GC & Chief Ethics Officer

WARRENVILLE, IL 60555

Signatures

Curt A. Kramer, Attorney

in fact

11/03/2008

__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 became exercisable in three equal installments as follows: 836 shares on 12/15/1999; 836 shares on 12/15/2000; and 836 shares on 12/15/2001.

(2) The Option became exercisable in three installments as follows: 498 shares on 12/15/1999; 497 shares on 12/15/2000; and 497 shares on 12/15/2001.

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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