

NAVISTAR INTERNATIONAL CORP

Form 4

October 24, 2011

**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 \*  
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)  
4201 WINFIELD ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/21/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
President, Parts Group Subsid

WARRENVILLE, IL 60555  
(City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/21/2011		M		3,982	A	\$ 38.2
Common Stock	10/21/2011		M		3,218	A	\$ 38.2
Common Stock	10/21/2011		S		7,200	D	\$ 42
Common Stock							4,796.8676
Premium Share Units							3,180

By 401(k) Plan

(1)



## 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 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 Option became exercisable as to 280 shares on 12/11/2002; 1,302 shares on 12/11/2003; and as to 2,400 shares on 12/11/2004.
- (3) The Option became exercisable as to 2,120 shares on 12/11/2002 and as to 1,098 shares on 12/11/2003.

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.