

CLARKE TROY A  
Form 4  
February 05, 2018

**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 \*  
CLARKE TROY A

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)  
02/01/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

(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

LISLE, IL 60532

(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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                    |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
| Common Stock                       | 02/01/2018                           |                                                    | M                              | 14,444                                                            | A \$ 0 <sup>(1)</sup>                                                                         | 235,805                                                  | D                                          |
| Common Stock                       | 02/01/2018                           |                                                    | D                              | 14,444                                                            | D \$ 46.55                                                                                    | 221,361                                                  | D                                          |
| Premium Share Units <sup>(2)</sup> |                                      |                                                    |                                |                                                                   |                                                                                               | 6,113                                                    | 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (1)                                                    | 02/01/2018                           |                                                    | M                              | 14,444                                                                                  | (3) (3)                                                  | Common Stock                                                  | 14,444                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                           |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer                   | Other |
| CLARKE TROY A<br>NAVISTAR INTERNATIONAL CORPORATION<br>2701 NAVISTAR DRIVE<br>LISLE, IL 60532 | X             |           | Chairman, President & CEO |       |

## Signatures

Richard E. Bond Attorney  
in fact 02/05/2018

\*\*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) Each restricted stock unit (RSU) represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless Navistar otherwise elects to settle the RSUs in Navistar common stock on a 1 to 1 basis.
- (2) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.
- (3) The number of RSUs reported is from a grant of 48,146 units granted on 2/1/2016, that has been paid in cash as to 28,887 units on 2/1/2017, and as to 14,444 units on 2/1/2018, and will become payable in cash, unless Navistar elects to settle the RSUs in common stock, as to 4,815 units on 2/1/2019.

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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