KEYES JAMES H

Form 4 January 31, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

KEYES JAMES H

2. Issuer Name and Ticker or Trading Symbol

NAVISTAR INTERNATIONAL CORP [NAV]

(Last) (First) (Middle)

4201 WINFIELD ROAD

(Zip)

2. Transaction Date 2A. Deemed

(Street)

(State)

(Month/Day/Year)

WARRENVILLE, IL 60555

(City)

1.Title of

Security

(Instr. 3)

3. Date of Earliest Transaction

(Month/Day/Year) 01/27/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code (Instr. 8) (Month/Day/Year)

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

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Code V Amount (D) Price

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership (I) (Instr. 4) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

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

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number of TransactionDerivative Securities Code

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

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D)

(D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Date

Amo or Num

of Sl

Phantom

Stock $\$ 0 \ \underline{\ }\ 0 \ \underline{\ }\ 0 \ 1/27/2006 \ \underline{\ }\ 0 \ 1/27/2006$

Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEYES JAMES H 4201 WINFIELD ROAD X WARRENVILLE, IL 60555

Signatures

Robert J. Perna, Attorney o1/31/2006

**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) Conversion is on a 1 for 1 basis.
- (2) The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

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.

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