

USTIAN DANIEL C
Form 4
April 16, 2010

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 *
USTIAN DANIEL C

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)
04/14/2010

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/14/2010 | | M | 10,576 A \$ 38.2 | 137,779 | D | |
| Common Stock | 04/14/2010 | | F | 9,082 D \$ 49.84 | 128,697 | D | |
| Common Stock | 04/14/2010 | | M | 2,617 A \$ 38.2 | 131,314 | D | |
| Common Stock | 04/14/2010 | | F | 2,248 D \$ 49.84 | 129,066 | D | |
| | 04/14/2010 | | M | 51,407 A \$ 38.2 | 180,473 | D | |

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| | | | | | | | | |
|---------------------|------------|--|---|--------|---|----------|------------|---|
| Common Stock | | | | | | | | |
| Common Stock | 04/14/2010 | | F | 44,139 | D | \$ 49.84 | 136,334 | D |
| Common Stock | | | | | | | 3,909.6597 | I |
| Premium Share Units | | | | | | | 11,910 | D |

By Navistar 401(k) Savings Plan

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

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SEC 1474 (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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nu of 3 |
| Employee Stock Option (right to buy) | \$ 38.2 | 04/14/2010 | | M | | 10,576 | 12/11/2002 12/12/2011 | Common Stock | 10 |
| Employee Stock Option (right to buy) | \$ 38.2 | 04/14/2010 | | M | | 2,617 | 12/11/2004 12/11/2011 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 38.2 | 04/14/2010 | | M | | 51,407 | ⁽¹⁾ 12/12/2011 | Common Stock | 51 |
| | \$ 49.84 | 04/14/2010 | | A | | 9,082 | 10/14/2010 12/12/2011 | | 9 |

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 49.84 04/14/2010 A 2,248 10/14/2010 12/11/2011

Common
Stock 2

Employee
Stock
Option
(right to
buy)

\$ 49.84 04/14/2010 A 44,139 10/14/2010 12/12/2011

Common
Stock 44

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| USTIAN DANIEL C NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555 | X | | Chairman, President and CEO | |

Signatures

Curt A. Kramer, Attorney
in fact

04/16/2010

__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 as to 10,958 shares on 12/11/2002, as to 21,533 shares on 12/11/2003 and as to 18,916 shares on 12/11/2004.

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.