## Edgar Filing: Gulyas Diane H. - Form 4

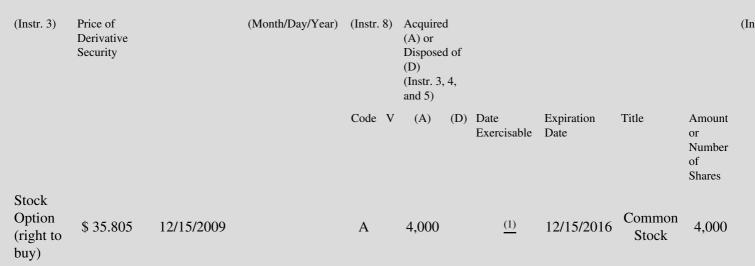
Gulyas Diane										
December 16, <b>FORM</b>	Л							-	PPROVAL	
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check this if no longer subject to Section 16. Form 4 or	r STATEN									
Form 5 obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(	Filed pursuant to Section 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 Re	sponses)									
1. Name and Address of Reporting Person <u>*</u> Gulyas Diane H.			2. Issuer Name <b>and</b> 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		3. Date of Earliest Transaction (Month/Day/Year) 12/15/2009				X Director Officer (giv below)		% Owner her (specify		
(Street) WARRENVILLE, IL 60555			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	<b>7</b> 1		<b>.</b>	a	Person			
1.Title of 2.	Transaction Date		ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Repor	t on a separate line	e for each cl	ass of sec	urities bene	•	•	or indirectly.	ection of S	SEC 1474	
					inforn requir	nation cont red to resp iys a curre	tained in this forn ond unless the fo ntly valid OMB co	n are not rm	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Gulyas Diane H. 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Х					
Signatures						
Curt A. Kramer, Attorney in fact	12/	/16/2009				
**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 is exercisable in three annual installments as follows: 1,333 shares on 12/15/2010; 1,333 shares on 12/15/2011; and 1,334 shares on 12/15/2012.

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.