

Tarapchak Richard C
 Form 4
 January 06, 2011

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 *
 Tarapchak Richard 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)
 4201 WINFIELD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Corporate Controller

WARRENVILLE, IL 60555

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

(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)	(A) or (D)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	01/04/2011		M		282	\$ 42.885	7,009	D
Common Stock	01/04/2011		F		238	\$ 56.665	6,771	D
Common Stock	01/04/2011		M		2,218	\$ 42.885	8,989	D
Common Stock	01/04/2011		F		1,861	\$ 56.665	7,128	D
Common Stock	01/04/2011		M		2,500	\$ 40.915	9,628	D

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Common Stock	01/04/2011	F	2,040	D	\$ 56.665	7,588	D	
Common Stock	01/04/2011	M	1,500	A	\$ 26.15	9,088	D	
Common Stock	01/04/2011	F	956	D	\$ 56.665	8,132	D	
Common Stock						1,333.5131	I	Navistar 401(k) Plan
Premium Share Units						898 ⁽¹⁾	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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.885	01/04/2011		M		282	12/09/2004 12/10/2013	Common Stock	282
Employee Stock Option (right to buy)	\$ 42.885	01/04/2011		M		2,218	⁽²⁾ 12/09/2013	Common Stock	2,218
Employee Stock Option (right to buy)	\$ 40.915	01/04/2011		M		2,500	⁽³⁾ 12/14/2014	Common Stock	2,500

buy)

Employee
Stock
Option
(right to
buy)

\$ 26.15

01/04/2011

M

1,500

(4)

10/18/2015

Common
Stock

1,500

Employee
Stock
Option
(right to
buy)

\$ 56.665

01/04/2011

A

238

07/04/2011

12/10/2013

Common
Stock

238

Employee
Stock
Option
(right to
buy)

\$ 56.665

01/04/2011

A

1,861

07/04/2011

12/09/2013

Common
Stock

1,861

Employee
Stock
Option
(right to
buy)

\$ 56.665

01/04/2011

A

2,040

07/04/2011

12/14/2014

Common
Stock

2,040

Employee
Stock
Option
(right to
buy)

\$ 56.665

01/04/2011

A

956

07/04/2011

10/18/2015

Common
Stock

956

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tarapchak Richard C 4201 WINFIELD ROAD WARRENVILLE, IL 60555	VP & Corporate Controller

Signatures

Curt A. Kramer 01/06/2011

**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 Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.

(2)

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The Options became exercisable in three annual installments as follows: 552 shares on 12/09/2004; 833 shares on 12/09/2005; and 833 shares on 12/09/2006.

- (3) The Options became exercisable in three annual installments as follows: 834 shares on 12/14/2005; 833 shares on 12/14/2006; and 833 shares on 12/14/2007.
- (4) The Options exercised were from an award of 2,500 stock options that became exercisable in three annual installments as follows: 834 shares on 10/18/2006; 833 shares on 10/18/2007; and 833 shares on 10/18/2008.

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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