Moran James M Form 4 December 16, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Moran James M

2. Issuer Name and Ticker or Trading Symbol

NAVISTAR INTERNATIONAL CORP [NAV]

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

12/14/2011

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

Vice President and Treasurer

10% Owner Other (specify

(First) 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)

Director

_X__ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WARRENVILLE, IL 60555

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (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)
Common Stock	12/14/2011		M	694	A	<u>(2)</u>	9,475	D	
Common Stock	12/14/2011		D	694	D	\$ 36.28	8,781	D	
Common Stock	12/15/2011		F	144	D	\$ 36.98	8,637	D	
Common Stock	12/14/2011		M	167	A	<u>(2)</u>	1,330	I	By wife
	12/14/2011		D	167	D		1,163	I	By wife

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Common Stock					\$ 36.28			
Common Stock	12/15/2011	M	333	A	(2)	1,496	I	By wife
Common Stock	12/15/2011	D	333	D	\$ 36.98	1,163	I	By wife
Common Stock						194.4883	I	By wife through Navistar 401(k) Savings Plan
Premium Shares (1)						1,786	D	

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	12/14/2011		M		694	(3)	(3)	Common Stock	694	\$ (
Restricted Stock Units	<u>(2)</u>	12/14/2011		M		167	<u>(4)</u>	<u>(4)</u>	Common Stock	167	\$ (
Restricted Stock Units	<u>(2)</u>	12/15/2011		M		333	(5)	<u>(5)</u>	Common Stock	333	\$ (

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Moran James M NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD WARRENVILLE, IL 60555

Vice President and Treasurer

Signatures

Curt A. Kramer, Attorney in fact

12/16/2011

**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) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- The restricted stock units became or will become payable in cash in three annual installments as follows: 694 shares on 12/14/2011; 693 shares on 12/14/2012 and 693 shares on 12/14/2013.
- (4) The restricted stock units became or will become payable in cash in three annual installments as follows: 167 shares on 12/14/2011; 166 shares on 12/14/2012 and 167 shares on 12/14/2013.
- (5) The restricted stock units became or will become payable in cash in three annual installments as follows: 334 shares on 12/15/2010; 333 shares on 12/15/2011 and 333 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.

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