

NAVISTAR INTERNATIONAL CORP
 Form 3
 November 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Lisboa Persio V</p> <p>(Last) (First) (Middle)</p> <p>C/O NAVISTAR INTERNATIONAL CORPORATION,Â 2701 NAVISTAR DRIVE</p> <p>(Street)</p> <p>LISLE,Â ILÂ 60532</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/05/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NAVISTAR INTERNATIONAL CORP [NAV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President, Operations - Op Sub</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,289	D	Â
Deferred Share Units ⁽¹⁾	2,365	D	Â
Premium Shares Units ⁽²⁾	425	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â (3)	10/18/2015	Common Stock	2,500	\$ 26.15	D	Â
Employee Stock Option (right to buy)	Â (4)	12/16/2018	Common Stock	3,255	\$ 22.655	D	Â
Employee Stock Option (right to buy)	Â (5)	12/14/2017	Common Stock	3,300	\$ 58.915	D	Â
Employee Stock Option (right to buy)	Â (6)	12/19/2018	Common Stock	5,200	\$ 37.2	D	Â
Employee Stock Option (right to buy)	12/19/2016 ⁽⁷⁾	12/19/2020	Common Stock	32,895	\$ 27.24	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	693	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	1,666	\$ (11)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lisboa Persio V C/O NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	Â	Â	Â President, Operations - Op Sub	Â

Signatures

Curt A. Kramer, Attorney
in fact 11/12/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 deferred share units were acquired under Navistar's Executive Stock Ownership Program. Each deferred share unit represents one share of Navistar common stock.
- (2) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.

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- (3) The option became exercisable as to 834 shares on 10/18/2006; as to 833 shares on 10/18/2007; and as to 833 shares on 10/18/2008.
- (4) The number of stock options reported is from a grant of 4,422 shares granted on 12/16/2008 that became exercisable as to 1,474 shares on 12/16/2009; as to 1,474 shares on 12/16/2010; and as to 1,474 shares on 12/16/2011.
- (5) The option became exercisable as to 1,100 shares on 12/14/2011; as to 1,100 shares on 12/14/2012; and as to 1,100 shares on 12/14/2013.
- (6) The option became exercisable as to 1,734 shares on 12/19/2012; as to 1,733 shares on 12/19/2013; and will become exercisable as to 1,733 shares on 12/19/2014.
- (7) The vesting of the option was subject to performance metrics that were previously achieved.
- (8) The number of restricted stock units reported is from an award of 2,080 shares granted on 12/19/2011 that has been paid in cash as to 694 shares on 12/19/2012 and as to 693 shares on 12/19/2013; and will become payable in cash as to 693 shares on 12/19/2014.
- (9) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- (10) The restricted stock units will become payable in cash in three annual installments as follows: 556 shares on 2/3/2015; 555 shares on 2/3/2016; and 555 shares on 2/3/2017.
- (11) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless the Corporation elects to settle the RSUs in common stock.

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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