

Cederoth Andrew J
Form 4
March 30, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Cederoth Andrew J

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)
03/28/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

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)	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 (A) or (D) Price			
Common Stock	03/28/2011		M	3,391 A \$ 42.885	23,649	D	
Common Stock	03/28/2011		F	2,534 D \$ 68.015	21,115	D	
Common Stock	03/28/2011		M	3,209 A \$ 42.885	24,324	D	
Common Stock	03/28/2011		F	2,397 D \$ 68.015	21,927	D	
Common Stock	03/28/2011		M	4,262 A \$ 40.915	26,189	D	

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Common Stock	03/28/2011	F	3,099	D	\$ 68.015	23,090	D
Common Stock	03/28/2011	M	2,338	A	\$ 40.915	25,428	D
Common Stock	03/28/2011	F	1,700	D	\$ 68.015	23,728	D
Common Stock	03/29/2011	M	4,019	A	\$ 26.15	27,747	D
Common Stock	03/29/2011	S	4,019	D	\$ 67.34	23,728	D
Common Stock	03/29/2011	M	2,581	A	\$ 26.15	26,309	D
Common Stock	03/29/2011	S	2,581	D	\$ 67.34	23,728	D
Common Stock	03/29/2011	M	2,948	A	\$ 22.655	26,676	D
Common Stock	03/29/2011	S	2,948	D	\$ 67.34	23,728	D
Common Stock						2,007.9276	I
Deferred Share Units						3,607	D
Premium Share Units ⁽¹⁾						1,466	D

By
Navistar
401(k)
plan

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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.885	03/28/2011	M			3,391	<u>(2)</u>	12/10/2013	Common Stock	3,391
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			2,534	09/28/2011	12/10/2013	Common Stock	2,534
Employee Stock Option (right to buy)	\$ 42.885	03/28/2011	M			3,209	<u>(3)</u>	12/09/2013	Common Stock	3,209
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			2,397	09/28/2011	12/09/2013	Common Stock	2,397
Employee Stock Option (right to buy)	\$ 40.915	03/28/2011	M			4,262	<u>(4)</u>	12/14/2014	Common Stock	4,262
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			3,099	09/28/2011	12/14/2014	Common Stock	3,099
Employee Stock Option (right to buy)	\$ 40.915	03/28/2011	M			2,338	<u>(5)</u>	12/14/2014	Common Stock	2,338
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			1,700	09/28/2011	12/14/2014	Common Stock	1,700
Employee Stock	\$ 26.15	03/29/2011	M			4,019	<u>(6)</u>	10/18/2015	Common Stock	4,019

Option
(right to
buy)

Employee
Stock

Option	\$ 26.15	03/29/2011	M	2,581	(7)	10/18/2015	Common Stock	2,58
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Employee
Stock

Option	\$ 22.655	03/29/2011	M	2,948	(8)	12/16/2018	Common Stock	2,94
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cederoth Andrew J
4201 WINFIELD ROAD
WARRENVILLE, IL 60555

Executive VP and CFO

Signatures

Curt A. Kramer, Attorney
in fact

03/30/2011

 **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) The Option became exercisable as to 2,200 shares on 12/09/2004 and as to 1,191 shares on 12/09/2005.
- (3) The Option became exercisable as to 1,009 shares on 12/09/2005 and as to 2,200 shares on 12/09/2006.
- (4) The Option became exercisable as to 2,200 shares on 12/14/2005 and as to 2,062 shares on 12/14/2006.
- (5) The Option became exercisable as to 138 shares on 12/14/2006 and as to 2,200 shares on 12/14/2007.
- (6) The Option became exercisable as to 2,200 shares on 10/18/2006 and as to 1,819 shares on 10/18/2007.
- (7) The Option became exercisable as to 381 shares on 10/18/2007 and as to 2,200 shares on 10/18/2008.
- (8) The options exercised were from an award of 4,422 stock options that became exercisable as to 1,474 shares on 12/16/2009 and as to 1,474 shares on 12/16/2010. The remaining 1,474 options will become exercisable on 12/16/2011.

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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