

Moran James M  
Form 4  
December 20, 2012

**FORM 4**

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

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

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)  
NAVISTAR INTERNATIONAL  
CORPORATION, 2701 NAVISTAR  
DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President and Treasurer

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

LISLE, IL 60532

(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                    | 12/19/2012                           |                                                    | M                              |                                                                   | 694    | A <u>11</u>      | 9,042                                                                                         | D                                                        |                                                       |
| Common Stock                    | 12/19/2012                           |                                                    | D                              |                                                                   | 694    | D \$ 21.305      | 8,348                                                                                         | D                                                        |                                                       |
| Common Stock                    | 12/19/2012                           |                                                    | M                              |                                                                   | 250    | A <u>11</u>      | 1,378                                                                                         | I                                                        | By wife                                               |
| Common Stock                    | 12/19/2012                           |                                                    | D                              |                                                                   | 250    | D \$ 21.305      | 1,128                                                                                         | I                                                        | By wife                                               |
|                                 |                                      |                                                    |                                |                                                                   |        |                  | 194.4883                                                                                      | I                                                        |                                                       |

# Edgar Filing: Moran James M - Form 4

Common  
Stock

By wife  
through  
Navistar  
401(k)  
Savings  
Plan

Premium  
Shares <sup>(2)</sup>

1,786 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |                                        |      |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|----------------------------------------|------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of<br>Shares |      |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 12/19/2012                              |                                                             | M                                    |                                                                                                                    | 694                                                            |     | (3)                                                                 | (3)                | Common<br>Stock                                        | 694                                    | \$ 0 |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 12/19/2012                              |                                                             | M                                    |                                                                                                                    | 250                                                            |     | (4)                                                                 | (4)                | Common<br>Stock                                        | 250                                    | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                                    |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer                            | Other |
| Moran James M<br>NAVISTAR INTERNATIONAL CORPORATION<br>2701 NAVISTAR DRIVE<br>LISLE, IL 60532 |               |           | Vice<br>President and<br>Treasurer |       |

## Signatures

Curt A. Kramer, Attorney  
in fact

12/20/2012

\_\_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) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- (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.
- (3) The restricted stock units disposed were from an award of 2,080 restricted stock units that became or will become payable in cash as to 694 shares on 12/19/2012; 693 shares on 12/19/2013 and 693 shares on 12/19/2014.
- (4) The restricted stock units disposed were from an award of 750 restricted stock units that became or will become payable in cash as to 250 shares on 12/19/2012; 250 shares on 12/19/2013 and 250 shares on 12/19/2014.

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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