

Strycker Samara A
Form 4
February 13, 2018

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 *
Strycker Samara A

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2018

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

NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/10/2018 | | F | 1,396 | D \$ 40.46 | 16,867 | D |
| Common Stock | 02/11/2018 | | M | 1,274 | A \$ 0 ⁽¹⁾ | 18,141 | D |
| Common Stock | 02/11/2018 | | D | 1,274 | D \$ 40.46 | 16,867 | D |
| Common Stock | 02/11/2018 | | M | 1,062 | A \$ 0 ⁽²⁾ | 17,929 | D |
| | 02/11/2018 | | D | 1,062 | D | 16,867 | D |

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Common Stock \$ 40.46

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

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Performance Rights | \$ 0 ⁽¹⁾ | 02/11/2018 | | M | 1,274 | 02/11/2018 ⁽¹⁾ 02/11/2018 ⁽¹⁾ | Common Stock |
| Performance Rights | \$ 0 ⁽²⁾ | 02/11/2018 | | M | 1,062 | 02/11/2018 ⁽²⁾ 02/11/2018 ⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Strycker Samara A NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532 | | | SVP & Corporate Controller | |

Signatures

Richard E. Bond Attorney
in fact 02/13/2018
**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).

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On February 11, 2015, the reporting person was granted 2,123 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain EBIDTA Margin

- (1) performance conditions measured over a three year period. It was determined on December 12, 2017, that the performance conditions were partially met, resulting in the reporting person receiving 1,274 units. The units acquired continued to be subject to service vesting conditions and vested in full on 2/11/2018.

On February 11, 2015, the reporting person was granted 2,123 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain Revenue Growth

- (2) performance conditions measured over a three year period. It was determined on December 12, 2017, that the performance conditions were partially met, resulting in the reporting person receiving 1,062 units. The units acquired continued to be subject to service vesting conditions and vested in full on 2/11/2018.

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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