

Cederoth Andrew J  
Form 4  
January 13, 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)  
01/11/2011

\_\_\_\_ 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)
				(A) or (D) Code V Amount Price			
Common Stock	01/11/2011		M <sup>(1)</sup>	2,464 A \$ 26.385	19,081	D	
Common Stock	01/11/2011		F	1,470 D \$ 61.73	17,611	D	
Common Stock	01/11/2011		M <sup>(1)</sup>	6,736 A \$ 26.385	24,347	D	
Common Stock	01/11/2011		F	4,089 D \$ 61.73	20,258	D	
Common Stock					2,007.9276	I	By Navistar 401(k)

plan

Deferred Share Units	3,607	D
Premium Share Units <sup>(2)</sup>	1,466	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.385	01/11/2011		M <sup>(1)</sup>	2,464	<sup>(3)</sup> 12/10/2012	Common Stock	2,464
Employee Stock Option (right to buy)	\$ 26.385	01/11/2011		M <sup>(1)</sup>	6,736	<sup>(4)</sup> 12/11/2012	Common Stock	6,736

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cederoth Andrew J 4201 WINFIELD ROAD			Executive VP and CFO	

WARRENVILLE, IL 60555

## Signatures

Curt A. Kramer, Attorney

in fact

01/13/2011

\_\_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) Represents a Net Exercise transaction that occurred pursuant to a Rule 10b5-1 trading plan established by the reporting person on March 15, 2010.
- (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 Option became exercisable as to 315 shares on 12/10/2004 and as to 2,149 shares on 12/10/2005.
- (4) The Option became exercisable as to 3,067 shares on 12/10/2003, as to 2,752 shares on 12/10/2004 and as to 917 shares on 12/10/2005.

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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