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NAVISTAR INTERNATIONAL CORP
Form SC 13G
November 18, 2002

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c) and (d) and Amendments Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Under the Securities Exchange Act of 1934
(Amendment No.)*

Navistar International Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

63934E108

(CUSIP Number)

November 8, 2002

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on respect to the subject class of securities, and for any subsequent amendment containing information that alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

International Truck and Engine Corporation Non-Contributory Retirement Plan Trust
13-3248322

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

Number of 5 SOLE VOTING POWER

Shares 4,653,018

Beneficially 6 SHARED VOTING POWER

Owned by Each NONE

Reporting 7 SOLE DISPOSITIVE POWER

Person With 4,653,018

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,653,018

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.9%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

International Truck and Engine Corporation Retirement Plan for Salaried Employees Trust
13-3248318

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

Number of

5 SOLE VOTING POWER

Shares

1,551,006

Beneficially

6 SHARED VOTING POWER

Owned by Each

NONE

Reporting

7 SOLE DISPOSITIVE POWER

Person With

1,551,006

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,551,006

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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2.3%

13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

International Truck and Engine Corporation Retiree Health Benefit Trust
36-7041538

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

Number of 5 SOLE VOTING POWER

Shares 1,551,006

Beneficially 6 SHARED VOTING POWER

Owned by Each NONE

Reporting 7 SOLE DISPOSITIVE POWER

Person With 1,551,006

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,551,006

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

International Truck and Engine Corporation
36-1264810

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of 5 SOLE VOTING POWER

Shares 7,755,030

Beneficially 6 SHARED VOTING POWER

Owned by Each NONE

Reporting 7 SOLE DISPOSITIVE POWER

Person With 7,755,030

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,755,030

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%

15 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Navistar International Corporation
36-3359573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Number of 5 SOLE VOTING POWER

Shares 7,755,030

Beneficially 6 SHARED VOTING POWER

Owned by Each NONE

Reporting 7 SOLE DISPOSITIVE POWER

Person With 7,755,030

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,755,030

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%

16 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 1(a) Name of Issuer:

Navistar International Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

4201 Winfield Road, P.O. Box 1488
Warrenville, Illinois 60555

Item 2(a) Name of Person(s) Filing:

International Truck and Engine Corporation Non-Contributory Retirement Plan Trust
International Truck and Engine Corporation Retirement Plan for Salaried Employees
International Truck and Engine Corporation Retiree Health Benefit Trust
International Truck and Engine Corporation
Navistar International Corporation

Item 2(b) Address or Principal Business Office or, if None, Residence:

c/o International Truck and Engine Corporation
4201 Winfield Road, P.O. Box
Warrenville, Illinois

Item 2(c) Citizenship: N/A

Item 2(d) Title of class of securities:

Common Stock

Item 2(e) CUSIP No.:

63934E108

Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether filings is a:

(f) An employee benefit plan or endowment fund in accordance with Rule 13d-

Item 4 Ownership

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Provide the following information regarding the aggregate number and percentage of the class of the issuer identified in Item 1.

See pages 1-3

- (a) Amount beneficially owned: 7,755,030

- (b) Percent of class: 11.4%

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 7,755,030

 - (ii) Shared power to vote or to direct the vote: None

 - (iii) Sole power to dispose or to direct the disposition of: 7,755,030

 - (iv) Shared power to dispose or to direct the disposition of: None

On November 8, 2002 Navistar International Corporation (the "Company" and the parent company International Truck and Engine Corporation ("International")) sold an aggregate amount of 7,755,030 shares of the Company's Common Stock, par value \$.10 per share, in three separate sales; 4,653,018 shares to the Non-Contributory Retirement Plan Trust (the "Hourly Trust"), 1,551,006 shares to the International for Salaried Employees Trust (the "Salaried Trust"), and 1,551,006 shares to the International Retirement Benefit Trust (the "Health Benefit Trust"), for an aggregate purchase price of \$175,000,000. Each trust is a funding trust for an employee benefit plan sponsored by International. The trust agreements of the Hourly Trust and the Salaried Trust provide that the trustee of the trust is only a directed trustee with respect to the stock held by the trusts and that the Pension Fund Investment Committee of International (the "PFIC") is the investment manager designated by the PFIC, is to direct the

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trustee with respect to the voting or disposition of employer securities. The trust agreement for the Health Benefit Trust provides that International, or an investment manager appointed by International, is the trustee with respect to voting and disposition of employer securities. International has delegated such matters to the Base Plan Investment Committee of International (the "BPIC"), which currently consists of members as the PFIC; all who are executive officers of the Company. The Company stock acquired by the trusts and employer securities under these provisions. Jennison Associates LLC has been appointed an investment manager for each trust with respect to the Company stock, and Jennison has been given discretionary authority over the acquisition and disposition of the stock. However, the Committee and the Company have the power to revoke or terminate the appointment of Jennison and therefore reacquire the voting and dispositive control over the Company stock. For this reason the Committees, International or the Company might be considered "beneficial owners" of the Company stock.

In addition, because of the relationship among the respective committees, the reporting person is deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act. The reporting person disclaims that they have agreed to act as a group except for purposes of filing this Schedule 13G.

Item 5 Ownership of 5 percent or Less of a Class. If this statement is being filed to report to the SEC the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of any class of securities, check the following: []

Item 6 Ownership of More than 5% on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported to the SEC by the Parent Holding Company or Control Person.

As discussed above, International, the principal operating subsidiary of the Company, acquired the security being reported herein by the Company.

Item 8 Identification and Classification of Members of the Group: N/A

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Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities were not acquired and are not held for the purpose of or with the effect of changing or influencing the issuer of the securities and were not acquired and were acquired and are not held in connection with any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the contents set forth in this statement is true, complete and correct.

Date: November 15, 2002

International Truck and Engine Corp
Non-Contributory Retirement Plan Trust
International Truck and Engine Corp
Retirement Plan for Salaried Employees

By: Pension Fund Investment Company
International Truck and Engine Corp

By:____/s/ Thomas M. Hough_____

Name: Thomas M. Hough
Title Duly authorized representative

International Truck and Engine Corp
Health Benefit Trust

By: International Truck and Engine Corp
Navistar International Corporation

By:____/s/ Thomas M. Hough_____

Name: Thomas M. Hough
Title: Vice President and Treasurer