

Moran James M
Form 4
December 18, 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)
12/14/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President and Treasurer

(Street)
LISLE, IL 60532

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

(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/14/2012		M		693	A 11	9,186	D	
Common Stock	12/14/2012		D		693	D \$ 21.94	8,493	D	
Common Stock	12/15/2012		F		145	D \$ 21.94	8,348	D	
Common Stock	12/14/2012		M		166	A 11	1,294	I	By wife
	12/14/2012		D		166	D	1,128	I	By wife

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Common Stock						\$ 21.94			
Common Stock	12/15/2012		M	333	A	<u>(1)</u>	1,461	I	By wife
Common Stock	12/15/2012		D	333	D	\$ 21.94	1,128	I	By wife
Common Stock							194.4883	I	By wife through Navistar 401(k) Savings Plan
Premium Shares ⁽²⁾							1,786	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. Price or Value of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/14/2012		M	693	<u>(3)</u> <u>(3)</u>	Common Stock	693 \$ 0
Restricted Stock Units	<u>(1)</u>	12/14/2012		M	166	<u>(4)</u> <u>(4)</u>	Common Stock	166 \$ 0
Restricted Stock Units	<u>(1)</u>	12/15/2012		M	333	<u>(5)</u> <u>(5)</u>	Common Stock	333 \$ 0

Reporting Owners

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

Signatures

Curt A. Kramer, Attorney
in fact

12/18/2012

__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 12/14/2011; 693 shares on 12/14/2012 and 693 shares on 12/14/2013.
- (4) The restricted stock units disposed were from an award of 500 restricted stock units that became or will become payable in cash as to 167 shares on 12/14/2011; 166 shares on 12/14/2012 and 167 shares on 12/14/2013.
- (5) The restricted stock units disposed were from an award of 1,000 restricted stock units that became or will become payable in cash as to 334 shares on 12/15/2010; 333 shares on 12/15/2011 and 333 shares on 12/15/2012.

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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