Elliott Greg W
Form 4
March 19, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Elliott Greg W

(Last) (First) (Middle)

C/O NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

(Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NAVISTAR INTERNATIONAL CORP [NAV]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
SVP HR & Admin. Operating Sub

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

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	03/15/2013		M		8,828	A	$ 22.655	25,929	D	
Common Stock	03/15/2013		S		8,828	D	$ 36.6999 (1)	17,101	D	
Common Stock	03/15/2013		M		4,974	A	$ 22.655	22,075	D	
Common	03/15/2013		S		4,974	D	$	17,101	D	

Stock	36.6468 (2)			
Premium Shares (3)		2,758	D	
Common Stock		245.6168	I	By Navistar 401(k) Plan

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 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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 22.655	03/15/2013		M			8,828	(4)	12/16/2018	Common Stock	8,828	
Employee Stock Option (right to buy)	$ 22.655	03/15/2013		M			4,974	(5)	12/16/2018	Common Stock	4,974	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Elliott Greg W
C/O NAVISTAR INTERNATIONAL CORPORATION
2701 NAVISTAR DRIVE
LISLE, IL 60532

SVP HR & Admin. Operating Sub

Signatures

Curt A. Kramer, Attorney in fact 03/19/2013

**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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $36.743 to $36.633, inclusive. The reporting person undertakes to provide Navistar International Corporation, any secuirty holder of Navistar International Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 and 2 to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $36.663 to $36.623, inclusive.

(3) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.

(4) The stock options exercised were from an award of 13,242 shares that became exercisable in three annual installments as follows: 4,414 shares on 12/16/2009; 4,414 shares on 12/16/2010 and 4,414 shares on 12/16/2011.

(5) The stock options exercised were from an award of 7,461 shares that became exercisable in three annual installments as follows: 2,487 shares on 12/16/2009; 2,487 shares on 12/16/2010 and 2,487 shares on 12/16/2011.

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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