

NAVISTAR INTERNATIONAL CORP
Form DEF 14A
January 14, 2011
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. _)

Filed by the Registrant: X
Filed by a Party other than the Registrant:

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- X
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Navistar International Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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_____ No fee required.

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
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- (4) Date Filed:

Table of Contents

NAVISTAR INTERNATIONAL CORPORATION

4201 WINFIELD ROAD

P.O. BOX 1488

WARRENVILLE, ILLINOIS 60555

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TUESDAY, FEBRUARY 15, 2011

11:00 A.M. CENTRAL TIME

HILTON CHICAGO

720 SOUTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60603

January 14, 2011

To our stockholders:

On behalf of the Board of Directors of Navistar International Corporation you are cordially invited to attend our 2011 Annual Meeting of Stockholders, which will be held on February 15, 2011, at 11:00 a.m. Central Time, at the Hilton Chicago, 720 South Michigan Avenue, Chicago, Illinois 60603. At our Annual Meeting, our stockholders will be asked to:

- .. Elect as directors the nominees named in the accompanying proxy statement;
- .. Ratify the appointment of our Independent Registered Public Accounting Firm;
- .. Approve an amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of our Common Stock from 110,000,000 to 220,000,000;
- .. Act on an advisory vote on executive compensation;
- .. Act on an advisory vote on the frequency of the advisory vote on executive compensation;
- .. Consider a stockholder proposal; and
- .. Conduct any other business properly brought before the meeting.

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This proxy statement and the form of proxy are first being made available to our stockholders on January 14, 2011. In order to attend our 2011 Annual Meeting of Stockholders, you must have an admission ticket to attend. Procedures for requesting an admission ticket are detailed on page 72 of this proxy statement. Attendance and voting is limited to stockholders of record at the close of business on December 31, 2010.

By Order of the Board of Directors,

Curt A. Kramer

Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE STOCKHOLDERS MEETING TO BE HELD ON FEBRUARY 15, 2011:

THE ANNUAL REPORT AND PROXY STATEMENT ARE AVAILABLE AT

[HTTP://IR.NAVISTAR.COM/ANNUALPROXY.CFM](http://ir.navistar.com/annualproxy.cfm)

Table of Contents

TABLE OF CONTENTS

<u>FREQUENTLY ASKED QUESTIONS REGARDING ATTENDANCE AND VOTING</u>	2
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	8
<u>CORPORATE GOVERNANCE</u>	14
<u>CORPORATE GOVERNANCE GUIDELINES</u>	14
<u>RELATED PARTY TRANSACTIONS AND APPROVAL POLICY</u>	14
<u>DIRECTOR INDEPENDENCE DETERMINATIONS</u>	16
<u>BOARD LEADERSHIP STRUCTURE</u>	16
<u>RISK OVERSIGHT</u>	17
<u>NOMINATING DIRECTORS</u>	17
<u>BOARD COMMITTEES AND MEETINGS</u>	18
<u>COMMUNICATION WITH THE BOARD</u>	20
<u>CODE OF CONDUCT</u>	21
<u>AUDIT COMMITTEE REPORT</u>	22
<u>PERSONS OWNING MORE THAN FIVE PERCENT OF NAVISTAR COMMON STOCK</u>	23
<u>NAVISTAR COMMON STOCK OWNED BY EXECUTIVE OFFICERS AND DIRECTORS</u>	25
<u>COMPENSATION</u>	27
<u>COMPENSATION COMMITTEE REPORT</u>	27
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	27
<u>Executive Summary</u>	27
<u>Detailed Review of Executive Compensation</u>	28
<u>EXECUTIVE COMPENSATION TABLES</u>	39
<u>COMPENSATION RISK</u>	57
<u>COMPENSATION OF DIRECTORS</u>	58
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	63
<u>PROPOSAL 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	65
<u>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEE INFORMATION</u>	66
<u>PROPOSAL 3 APPROVE AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION</u>	67
<u>PROPOSAL 4 ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	69
<u>PROPOSAL 5 ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION</u>	70
<u>PROPOSAL 6 STOCKHOLDER PROPOSAL</u>	71
<u>OTHER MATTERS</u>	74
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	74
<u>Availability of Form 10-K and Annual Report to Stockholders</u>	74
<u>Matters Raised at the Meeting not Included in this Proxy Statement</u>	74
<u>ADMISSION AND TICKET REQUEST PROCEDURE</u>	75
<u>APPENDIX A</u>	A-1
<u>APPENDIX B</u>	B-1

Table of Contents

FREQUENTLY ASKED QUESTIONS REGARDING ATTENDANCE AND VOTING

Q: Why am I receiving this proxy statement?

A: You are receiving this proxy statement because the Board of Directors (the **Board**) of Navistar International Corporation (**Navistar** or the **Company**) is soliciting your proxy to vote your shares at our 2011 annual meeting of stockholders (the **Annual Meeting**). This proxy statement includes information that we are required to provide to you under the rules of the U.S. Securities and Exchange Commission (**SEC**) and is designed to assist you in voting your shares.

Q: What is the purpose of the Annual Meeting?

A: The purpose of the Annual Meeting is to have stockholders act upon the matters outlined in the notice of annual meeting and this proxy statement, which include (i) Proposal 1 the election of the nominees named in this proxy statement as directors, (ii) Proposal 2 the ratification of the appointment of Navistar's independent registered public accounting firm, (iii) Proposal 3 the approval of an amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of common stock of the Company (**Common Stock**) from 110,000,000 to 220,000,000, (iv) Proposal 4 an advisory vote on executive compensation, a so-called **Say-on-Pay** proposal, (v) Proposal 5 an advisory vote on the frequency of the advisory vote on executive compensation, a so-called **Say-When-on-Pay** proposal, and (vi) Proposal 6 acting on a stockholder proposal. In addition, management may report on the performance of Navistar and respond to appropriate questions from stockholders.

Q: How does the Board recommend that I vote?

A. The Board recommends that you vote:

FOR the election of each of the director nominees (Proposal 1);

FOR the ratification of the appointment of KPMG LLP, as our independent registered public accounting firm (Proposal 2);

FOR the approval of the amendment to our Restated Certificate of Incorporation to increase the number of our authorized shares of Common Stock (Proposal 3);

FOR the approval of the advisory vote on executive compensation (Proposal 4);

FOR the approval of the advisory vote on the frequency of the advisory vote on executive compensation to be held every year (Proposal 5); and

AGAINST the approval of the stockholder proposal.

Q: Who can attend the Annual Meeting?

A: Anyone wishing to attend the Annual Meeting must have an admission ticket issued in his or her name. Admission is limited to:

Stockholders of record on December 31, 2010 and one immediate family member;

An authorized proxy holder of a stockholder of record on December 31, 2010; or

An authorized representative of a stockholder of record who has been designated to present a properly-submitted stockholder proposal.

Page 2

Table of Contents

You must provide evidence of your ownership of shares with your ticket request. The specific requirements for obtaining an admission ticket are specified in the Admission & Ticket Request Procedure on page 72 of this proxy statement.

Q: What is a stockholder of record?

A: A stockholder of record or registered stockholder is a stockholder whose ownership of Navistar stock is reflected directly on the books and records of our transfer agent, BNY Mellon Investor Services (the Transfer Agent). If you hold stock through a bank, broker or other intermediary, you hold your shares in street name and are not a stockholder of record. For shares held in a street name, the stockholder of record of the shares is your bank, broker or other intermediary. Navistar only has access to ownership records for the stockholders of record. So, if you are not a stockholder of record, for the purpose of requesting a ticket to attend the Annual Meeting, the Company needs additional documentation to evidence your stock ownership as of the record date, such as, a copy of your brokerage account statement, a letter from your broker, bank or other nominee or a copy of your voting instruction card.

Q: When is the record date and who is entitled to vote?

A: The Board has set December 31, 2010, as the record date for the Annual Meeting. Holders of Common Stock on that date are entitled to one vote per share. As of December 31, 2010, there were approximately 72,070,426 shares of Common Stock outstanding. If you are a participant in any of the Company's 401(k) or retirement savings plans, your proxy card will represent the number of shares allocated to your account under the plan and will serve as a direction to the plan's trustee as to how the shares in your account are to be voted.

A list of all registered holders will be available for examination by stockholders during normal business hours at 4201 Winfield Road, Warrenville, Illinois 60555 at least ten (10) days prior to the Annual Meeting and will also be available for examination at the Annual Meeting.

Q: How do I vote?

A: *For stockholders of record:* You may vote by any of the following methods:

in person stockholders who obtain an admission ticket (following the specified procedure) and attend the Annual Meeting in person will receive a ballot for voting.

by mail use the proxy and/or voting instruction card provided.

by phone or via the Internet follow the instructions on the enclosed proxy and/or voting instruction card.

If you vote by phone or via the Internet, please have your proxy and/or voting instruction card available. The control number appearing on your card is necessary to process your vote. A phone or Internet vote authorizes the named proxies in the same manner as if you marked, signed and returned the card by mail.

For holders in street name: You will receive instructions from your bank or broker that you must follow in order for your shares to be voted.

Q: How can I change or revoke my proxy?

A: *For stockholders of record:* You may change or revoke your proxy at any time before it is exercised by (i) submitting a written notice of revocation to Navistar c/o the Corporate Secretary at 4201 Winfield

Table of Contents

Road, P.O. Box 1488, Warrenville, Illinois 60555, (ii) signing and returning a new proxy card with a later date, (iii) validly submitting a later-dated vote by telephone or via the Internet on or before 11:59 pm EST on February 14, 2011 or (iv) attending the Annual Meeting and voting in person. For all methods of voting, the last vote cast will supersede all previous votes.

For holders in street name: You may change or revoke your voting instructions by following the specific directions provided to you by your bank or broker.

Q: Is my vote confidential?

A: Yes. Proxy cards, ballots and voting tabulations that identify stockholders are kept confidential. There are exceptions for contested proxy solicitations or when necessary to meet legal requirements. Broadridge Financial Solutions, Inc., the independent proxy tabulator used by Navistar, counts the votes and acts as the inspector of elections for the Annual Meeting.

Q: Will my shares be voted if I do not provide my proxy?

A: *For stockholders of record:* If you are the stockholder of record and you do not vote by proxy card, by telephone or via the Internet or in person at the Annual Meeting, your shares will not be voted at the Annual Meeting.

For holders in street name: If your shares are held in street name, your shares may be voted even if you do not provide the brokerage firm with voting instructions. Under New York Stock Exchange (NYSE) rules, your broker may vote shares held in street name on certain routine matters. NYSE rules considers the ratification of the appointment of our independent registered public accounting firm (Proposal 2) and the approval of the amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock (Proposal 3), to be routine matters. As a result, your broker is permitted to vote your shares on those matters at its discretion without instruction from you.

When a proposal is not a routine matter, such as the election of directors (Proposal 1), the Say-On-Pay proposal (Proposal 4) and the Say-When-On-Pay proposal (Proposal 5), and you have not provided voting instructions to the brokerage firm with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. The missing votes for these non-routine matters are called broker non-votes.

Q: What is the quorum requirement for the Annual Meeting?

A: Under Navistar's bylaws, holders of at least one-third of the shares of Common Stock outstanding on the record date must be present in person or represented by proxy in order to constitute a quorum. Abstentions and broker non-votes are counted as present for purposes of establishing a quorum.

Q: What vote is necessary for action to be taken on proposals?

A: It will depend on each proposal.

Proposal 1 (election of directors) requires a plurality vote of the shares present or represented at the Annual Meeting and entitled to vote, meaning that the director nominees with the most affirmative votes are elected to fill the available seats. As outlined in our Corporate Governance Guidelines, any director who receives more withheld votes than for votes in an uncontested election is required to tender his or her resignation to the Nominating and Governance Committee for consideration and recommendation to the Board.

Table of Contents

Proposal 2 (ratification of the appointment of our independent registered public accounting firm) requires the affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote.

Proposal 3 (amendment to our Restated Certificate of Incorporation) requires the affirmative vote of at least a majority of the outstanding shares of our Common Stock.

Proposal 4 (Say-On-Pay proposal) represents an advisory vote and the results will not be binding on the Board or the Company. The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on the matter will constitute the stockholders' non-binding approval with respect to our executive compensation programs. The Board will review the voting results and take them into consideration when making future decisions regarding executive compensation.

Proposal 5 (Say-When-On-Pay proposal) represents an advisory vote and the results will not be binding on the Board or the Company. The affirmative vote of a plurality of the shares present or represented at the Annual Meeting and entitled to vote on the matter will constitute the stockholders' non-binding approval with respect to the frequency of submission to stockholders of Say-on-Pay proposals. The Board will review the voting results and take them into consideration when making future decisions regarding the frequency of the advisory vote on executive compensation.

Proposal 6 (stockholder proposal) requires the affirmative vote of a majority of shares present or represented at the Annual Meeting and entitled to vote.

With respect to Proposals 2, 3, 4 and 6, you may vote FOR, AGAINST or ABSTAIN. If you abstain from voting on any of these proposals, the abstention will have the same effect as an AGAINST vote. With respect to Proposal 1, you may vote FOR all nominees, WITHHOLD your vote as to all nominees, or FOR all nominees except those specific nominees from whom you WITHHOLD your vote. A properly executed proxy marked WITHHOLD with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Proxies may not be voted for more than three directors and stockholders may not cumulate votes in the election of directors. With respect to Proposal 5, you may vote FOR Every Year, FOR Every Two Years, FOR Every Three Years, or ABSTAIN. Please select one choice only. If you abstain from voting on Proposal 1 or 5, the abstention will not have an effect on the outcome of the vote.

Broker non-votes will not affect the outcome on a proposal that requires a plurality vote (Proposals 1 and 5) or on a proposal that requires the approval of a majority of the votes present in person or represented by proxy and entitled to vote (Proposals 2, 4 and 6), but will have the effect of a vote against matters that require approval of a majority of the outstanding shares entitled to vote (Proposal 3).

Votes submitted by mail, telephone or Internet will be voted by the individuals named on the card (or the individual properly authorized) in the manner indicated. If you do not specify how you want your shares voted, they will be voted in accordance with management's recommendations. If you hold shares in more than one account, you must vote each proxy and/or voting instruction card you receive to ensure that all shares you own are voted.

Q: What is house-holding?

A: If you and other residents at your mailing address own shares of Common Stock in street name, your broker or bank may have notified you that your household will receive only one annual report and proxy statement for the Company if you hold stock through that broker or bank. In this practice

Table of Contents

known as house-holding, you were deemed to have consented to that process. House-holding benefits both you and the Company because it reduces the volume of duplicate information received at your household and helps the Company to reduce expenses. Accordingly, the Company and your broker or bank will send one copy of our annual report and proxy statement to your address. Each stockholder will continue to receive a separate proxy card or voting instruction card. We will promptly deliver an additional copy of either document to you if you call or write us at the following address or phone number: Investor Relations, Navistar International Corporation, 4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555, (630) 753-2143.

Q: What does it mean if I receive more than one proxy card?

A: Whenever possible, registered shares and plan shares for multiple accounts with the same registration will be combined into the same proxy card. Shares with different registrations cannot be combined and as a result, the stockholder may receive more than one proxy card. For example, registered shares held individually by John Doe will not be combined on the same proxy card as registered shares held jointly by John Doe and his wife.

Street shares are not combined with registered or plan shares and may result in the stockholder receiving more than one proxy card. For example, street shares held by a broker for John Doe will not be combined with registered shares for John Doe.

If you hold shares in more than one account, you must vote each proxy and/or voting instruction card you receive to ensure that all shares you own are voted. If you receive more than one card for accounts that you believe could be combined because the registration is the same, contact our stock transfer agent (for registered shares) or your broker (for street shares) to request that the accounts be combined for future mailings.

Q: Who pays for the solicitation of proxies?

A: Navistar pays the cost of soliciting proxies. This solicitation is being made by mail, but also may be made by telephone, e-mail or in person. We have hired Alliance Advisors to assist in the solicitation of proxies. Alliance Advisors' fees are estimated to be \$10,500.00, plus out-of-pocket expenses, to assist in the solicitation. Proxies may also be solicited by our directors, officers and employees who will not be additionally compensated for those activities. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for sending proxy materials to stockholders and obtaining their votes.

Q: When are stockholder proposals or nominations due for the 2012 annual meeting?

A: Our annual meeting of stockholders is typically held on the third Tuesday in February. Accordingly, we expect to hold our 2012 annual meeting of stockholders on or around February 21, 2012. Under the rules of the SEC, we must receive any stockholder proposals to be included in our proxy statement for the 2012 annual meeting of stockholders no later than the close of business on September 16, 2011.

To otherwise seek to present a proposal at an annual meeting of stockholders or nominate directors, under our bylaws notice must be given not more than 180 days and not less than 120 days in advance of the first anniversary of the preceding year's meeting. Therefore, based on the date of our Annual Meeting, advance notice of any nominations for directors and any other proposals sought to be presented at the 2012 annual meeting of stockholders must be received between August 19, 2011 and October 18, 2011. All stockholder proposals and director nominations must be in accordance with our bylaws and delivered to Navistar by mail c/o the Corporate Secretary at 4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555.

Table of Contents

Q: Are there any matters to be voted on at the Annual Meeting that are not included in the proxy?

A: We do not know of any matters to be acted upon at the Annual Meeting other than those discussed in this proxy statement. If any other matter is properly presented, proxy holders will vote on the matter in their discretion.

Q: May stockholders ask questions at the Annual Meeting?

A: Yes. During the Annual Meeting, stockholders may ask questions or make remarks directly related to the matters being voted on. In order to ensure an orderly meeting, we ask that stockholders direct questions and comments to the Chairman. In order to provide the opportunity to every stockholder who wishes to speak, each stockholder's remarks will be limited to two minutes. Stockholders may speak a second time only after all other stockholders who wish to speak have had their turn.

Q: How can I find the results of the Annual Meeting?

A: Preliminary results will be announced at the Annual Meeting. Final results will be published in a Current Report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

Table of Contents

PROPOSAL 1 ELECTION OF DIRECTORS

Our Board consists of 10 directors. One director is appointed by the United Automobiles, Aerospace and Agricultural Implement Workers of America (the UAW) and is not part of our classified Board. The remaining 9 directors are divided into three equal classes for purposes of election (i.e., Class I, Class II and Class III). Only members of Class III of our classified Board are up for election at the Annual Meeting. If elected, the Class III Directors will hold office for an additional three year term expiring in 2014, or until their earlier death, resignation or retirement.

If a nominee is unavailable for election, proxy holders will vote for another nominee proposed by the Board or, as an alternative, the Board may reduce the number of directors to be elected at the Annual Meeting.

The following summarizes additional information about each of the nominees and continuing directors as of the date of this proxy statement, including their business experience, director positions held currently or at any time during the last five years, involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that qualify our nominees and continuing directors to serve as directors of the Company. The nominees were evaluated and recommended by the Nominating and Governance Committee in accordance with the process for nominating directors as found on page 17 of this proxy statement.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE NOMINEES PRESENTED IN PROPOSAL 1.

Class III Directors Whose Term Expires at the Annual Meeting THIS IS THE ONLY CLASS OF DIRECTORS UP FOR ELECTION AT THE ANNUAL MEETING.

James H. Keyes,* 70, Director since 2002 (*Committees: Audit (Chair), Compensation, Nominating and Governance and Executive*). Mr. Keyes retired as Chairman of the Board of Directors of Johnson Controls, Inc., an automotive system and facility management and control company, in 2003, a position he had held since 1993. He served as Chief Executive Officer of Johnson Controls, Inc. from 1988 until 2002. He is a director of Pitney Bowes, Inc. (*Committees: Audit and Compensation*) and on the Board of Trustees of Fidelity Mutual Funds (*Committees: Audit and Compliance*). He was also formerly a director of LSI Logic Corporation.

Mr. Keyes has broad experience as former chief executive officer of a public company, experience as a certified public accountant, experience as a member of other public company boards of directors, and he has a Masters in Business Administration. He possesses strong skills and experience in accounting, corporate governance, finance, human resources/compensation/employee benefits, manufacturing (domestic and international), mergers and acquisitions and treasury matters, which well qualifies him to serve on our Board.

Table of Contents

John D. Correnti,* 63, Director since 1994 (*Committees: Audit, Nominating and Governance and Compensation (Chair)*). Mr. Correnti served as Chairman and Chief Executive Officer of Steel Development Company, LLC, a steel mill operational and development company, since 2007. Prior to this position he was President and Chief Executive Officer of SeverCorr, LLC, a manufacturer of high quality flat-rolled steel products, from 2005 until 2008. He was Chairman and Chief Executive Officer of SteelCorr, LLC from 2002 to 2005, and Chairman and Chief Executive Officer of Birmingham Steel Corporation, a manufacturer of steel and steel products, from 1999 to 2002. On June 3, 2002, Birmingham Steel Corporation filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code. Mr. Correnti served as Chief Executive Officer, President and Vice Chairman of Nucor Company, a mini mill manufacturer of steel products, from 1996 to 1999, and as its President and Chief Operating Officer and as a director from 1991 to 1996. He is Non-Executive Chairman of the Board of Directors of Calisolar, a private solar cells manufacture, and a director of Corrections Corporation of America, a public provider of correctional solutions (*Committee: Compensation*). He also serves on the Clarkson University Board of Trustees and the Mississippi University for Women Foundation Board.

Mr. Correnti's executive leadership and experience gained through his service as a chief executive of established and start-up companies, both public and private, and his public company director experience contributes significantly to the Board's composition. His skills and experience in accounting, corporate governance, distribution, engineering, human resources, compensation, and employee benefits, manufacturing (domestic and international), marketing, mergers and acquisitions, non-U.S. sales and distribution and purchasing matters well qualifies him to serve on our Board.

Daniel C. Ustian, 60, Director since 2002 (*Committee: Executive*). Mr. Ustian serves as President and Chief Executive Officer of Navistar since 2003 and Chairman of the Board since 2004. He also serves as Chairman of the Board of Directors of Navistar, Inc. since 2004 and President and Chief Executive Officer of Navistar, Inc. since 2003 and a director since 2002. Prior to these positions he was President and Chief Operating Officer, from 2002 to 2003, and President of the Engine Group of Navistar, Inc. from 1999 to 2002, and he served as Group Vice President and General Manager of Engine & Foundry from 1993 to 1999. He is a member of the Business Roundtable and the Society of Automotive Engineers.

Mr. Ustian's knowledge of the Company and its operations, including his experience running the engine business, the foundry and other experiences at the Company over the last 37 years, is invaluable to the Board in evaluating and directing the Company's future. As a result of his professional and other experiences, Mr. Ustian possesses particular knowledge and experience in a variety of areas, including corporate governance, distribution, engineering, manufacturing (domestic and international), marketing, mergers and acquisitions, sales/military/government and union/labor relations, which strengthens the Board's collective knowledge, capabilities and experience and well qualifies him to serve on our Board.

Table of Contents

THE FOLLOWING CLASSES OF DIRECTORS ARE NOT UP FOR ELECTION AT THE ANNUAL MEETING.

Class I Directors Whose Term Expires at the 2012 Annual Meeting

David D. Harrison,* 63, Director since 2007 (*Committees: Audit and Compensation*). Mr. Harrison served as Executive Vice President and Chief Financial Officer of Pentair, Inc., a \$3 billion global manufacturing company, with more than 13,000 employees, from 2000 until his retirement in February 2007. He also served as Executive Vice President and Chief Financial Officer of Pentair, Inc. from 1994 to 1996. Prior to joining Pentair, he held several executive positions with General Electric Co. and Borg Warner Corp from 1972 through 1994. Mr. Harrison is currently managing partner of HCI, Inc., a real estate investment firm, and served in that capacity since 2007. He is also a director of National Oilwell Varco, Inc. (*Committee: Audit (Chair)*), a leading global manufacturer of oil well drilling equipment, and James Hardie (*Committees: Audit and Compensation (Chair)*), a world leader in fibre cement technology.

Mr. Harrison is an experienced director having spent over 40 years in manufacturing. He has a distinguished finance background (BA in Accounting, MBA in Finance and is a Certified Management Accountant), having significant expertise in corporate finance roles and information technology, as well as international operations experience in Western Europe, Eastern Europe and Canada and public company director experience. In addition to those described above, Mr. Harrison has skills and experience in accounting, corporate governance, human resources, compensation and employee benefits, mergers and acquisitions, tax and treasury matters, which well qualifies him to serve on our Board.

Steven J. Klinger,* 51, Director since 2008 (*Committees: Audit and Compensation*). Mr. Klinger has been President and Chief Operating Officer of Smurfit-Stone Container Corporation, a global paperboard and paper-based packaging company, from 2006 until his retirement in December 2010, and continues to serve the company under a consultancy agreement. Prior to this position, he served as Executive Vice President, Packaging, Pulp & Global Procurement at Georgia-Pacific Corporation, a pulp and paper company, from 2003 to 2006 and President of Packaging, Georgia-Pacific from 2000 to 2002. Prior to 2000, he held numerous other positions within Georgia-Pacific and acquired significant experience in international and domestic sales, heavy process manufacturing and acquisitions and divestitures during over 28 years in the pulp and paper industry. He also served as a director of Smurfit-Stone Container Corporation from December 2008 to December 2010. On January 26, 2009, Smurfit-Stone Container Corporation filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code and emerged from bankruptcy on June 30, 2010.

Mr. Klinger served in accounting roles as a former Internal Auditor, Division Controller and Assistant Operations Controller, and as a Director of Corporate Development he led over \$2 billion of divestitures and participated in over \$10 billion of mergers and acquisitions. He has experience selling products and running operations internationally in Canada, Mexico, China, South America, Europe, the Middle East, Central America and Southeast Asia and has been responsible for multiple joint ventures in the US, Canada, China, Central America and Southeast Asia. As a result of these professional and other experiences, Mr. Klinger possesses particular knowledge and experience in a variety of areas, including accounting, finance, manufacturing (domestic and international), sales and marketing (domestic and international), mergers and acquisitions, purchasing and union/labor relations, which contributes greatly to the Board's composition and well qualifies him to serve on our Board.

Table of Contents

Michael N. Hammes,* 69, Director since 1996 (*Committees: Compensation, Finance (Chair), Nominating and Governance (Chair) and Executive*). Mr. Hammes also served as Lead Director of the Company since December 2007. He served as Chairman and Chief Executive Officer of Sunrise Medical Inc., which designs, manufactures and markets home medical equipment worldwide, from 2000 until his retirement as CEO in 2007 and as Chairman in 2008. He was Chairman and Chief Executive Officer of the Guide Corporation, an automotive lighting business, from 1998 to 2000. He was also Chairman and Chief Executive Officer of The Coleman Company, Inc., a manufacturer and distributor of camping and outdoor recreational products and hardware/home products, from 1993 to 1997. He is Chairman of James Hardie (*Committees: Audit, Compensation and Nominating and Governance*), the world leader in fibre cement technology, and a director of DynaVox Mayer-Johnson (*Committee: Nominating and Governance*), the leading provider of speech generating devices and symbol-adapted special education software. Mr. Hammes is also a member of the Board of Directors of DeVilbiss, which is involved in medical equipment for the health care industry.

As a result of these professional and other experiences, Mr. Hammes possesses particular knowledge and experience in a variety of areas, including accounting, corporate governance, distribution, finance, manufacturing (domestic and international), marketing, non-U.S. sales/distribution and product development, which strengthens the Board's collective knowledge, capabilities and experience and well qualifies him to serve on our Board.

Class II Directors Whose Term Expires at the 2013 Annual Meeting

Eugenio Clariond,* 67, Director since 2002 (*Committees: Finance and Nominating and Governance*). Mr. Clariond retired as Chairman of the Board of Directors and Chief Executive Officer of Group IMSA, S.A., a producer of steel processed products, steel and plastic construction products and aluminum and other related products, in 2006. He served as Chief Executive Officer from 1985 through 2006 and as Chairman from 2003 through 2006. He has been Chairman of Verzatec, S.A., producer of aluminum and plastic construction parts, since 2004, and is also a director of Texas Industries, Inc. (*Committees: Audit and Governance (Chair)*), a producer of construction materials, Johnson Controls, Inc. (*Committees: Finance and Compensation*), a global diversified company in the building and automotive industries, and Grupo Financiero Banorte, S.A., a Mexican bank, and Mexichem S.A. (*Committees: Audit and Governance*), a Mexican chemical company. During the last five years, Mr. Clariond served as a director of the Mexico Fund, Inc. through 2010. He was also Chairman of the Mexican Fund for Nature Conservancy, a founding member and past Vice-Chairman of the World Business Council for Sustainable Development, and Chairman of the United States-Mexico Business Committee of the Mexican Business Council for Foreign Trade. He is also a director of Monterrey Tech and the Center of Studies from the Private Sector for Sustainable Development. He is on the Advisory Board of the McCombs School of Business at the University of Texas at Austin, the Harte Research Institute for Gulf of Mexico Studies and the Jacobs School of Engineering of the University of California at San Diego.

Table of Contents

As a result of the positions and experience described above, Mr. Clariond has leadership experience with large, complex and diverse organizations, including in the automotive industry, and experience in strategic planning which well qualifies him to serve on our Board. His years of service on other public company boards provide him with additional perspectives from which to view the Company's operations and the Board's activities. Mr. Clariond's skills in accounting, corporate governance, finance, human resources/compensation/employee benefits, manufacturing (domestic and international), marketing, mergers and acquisitions and non-U.S. sales and distribution strengthen the Board's collective knowledge, capabilities and experience.

Diane H. Gulyas,* 54, Director since 2009 (*Committee: Finance*). Ms. Gulyas is the President responsible for E.I. DuPont De Nemours and Company's (DuPont) performance polymers, which contains three business units—engineering polymers, elastomers and films, with annual revenues of approximately \$4 billion. She joined DuPont in 1978 and spent her first 10 years in a variety of sales, marketing, technical and systems development positions, primarily in the company's polymers business. She later served as vice president and general manager for DuPont's advanced fiber business and then group vice president of the \$3 billion electronic and communication technologies platform. In April 2004, she was named chief marketing and sales officer, where she was responsible for corporate branding and marketing communications, market research, e-business and marketing/sales capability worldwide. She was named to her current position in October 2009.

As a result of these professional and other experiences, Ms. Gulyas possesses executive and management experience that well qualifies her to serve on our Board. Her skills in engineering, manufacturing (domestic and international), marketing and non-U.S. sales and distribution contribute greatly to the Board's composition.

William H. Osborne,* 50, Director since 2009 (*Committee: Finance*). Mr. Osborne was President and Chief Executive Officer of Federal Signal Corporation, a manufacturer and marketer of fire, safety and municipal infrastructure equipment, from September 2008 until November 2010. Prior to joining Federal Signal Corporation he served in a number of senior-level positions with Ford Motor Company. Most recently, he served as president and chief executive officer of Ford of Australia from February 2008 to September 2008. Previously, he served as president and chief executive officer of Ford of Canada from November 2005 to January 2008, and as Executive Director, Pickup Truck and Commercial Vehicles, North American Truck Business of Ford Motor Company from December 2003 to November 2005. His earlier assignments included a variety of roles in product design,

development and engineering. Prior to joining Ford, he held positions at Chrysler and General Motors from 1977 to 1990. He also served as a director of Federal Signal Corporation.

Mr. Osborne has thirty years experience in the global automotive industry as a manufacturing, sales and product development executive. His expertise in building and leading complex global organizations as well as his strong background and experience in engineering, manufacturing (domestic and international) and marketing well qualifies him to serve on our Board.

Table of Contents

Additional Director Who Is Not Elected by Stockholders

Dennis D. Williams,* ** 57, Director since 2006. (*Committee: Finance*). UAW Secretary Treasurer and Director, Agricultural Implement and Transnational Departments since June 2010. The UAW employs Mr. Williams as Secretary-Treasurer and Director of its Agricultural Implement and Transnational Departments, a position he held since June 2010. Prior to this position, Mr. Williams served as Director of UAW Region 4 from 2001 to June 2010 and as Assistant Director of Region 4 from 1995 to 2001. Prior to joining the UAW, Mr. Williams was employed by Case Company from 1977 to 1988. Mr. Williams also served for four years in the United States Marine Corps.

* Indicates each director deemed independent in accordance with our Corporate Governance Guidelines and Section 303A of the NYSE Listed Company Manual Corporate Governance Standards.

** In July 1993, we restructured our postretirement health care and life insurance benefits pursuant to a settlement agreement, which required, among other things, the addition of a seat on our Board. The director's seat is filled by a person appointed by the UAW. This director is not part of our classified Board and is not elected by stockholders at the Annual Meeting. Mr. Williams was elected as a director in June 2006 to fill the seat previously held by David McAllister, the former UAW director who held this position from 2001 until his removal by the UAW in June 2006.

Involvement in Certain Legal Proceedings

On August 5, 2010, the SEC announced that a final administrative settlement had been reached with the Company and certain current and former employees of the Company, including Mr. Ustian, the Company's Chairman and Chief Executive Officer, regarding the SEC's investigation of matters surrounding the Company's restatement of its financial results from 2002 through the first three quarters of 2005. As part of the administrative settlement, without admitting or denying any wrongdoing, Mr. Ustian consented to a cease and desist order requiring future compliance with an internal accounting control provision of the federal securities laws and, pursuant to Section 304 of the Sarbanes-Oxley Act of 2002, agreed to return to the Company an aggregate of \$1,320,000 (paid through the tender of shares of Common Stock) representing his fiscal 2004 monetary bonus, the only bonus that he received during the restatement period.

Table of Contents**CORPORATE GOVERNANCE*****CORPORATE GOVERNANCE GUIDELINES***

Our Board has adopted Corporate Governance Guidelines, which are available on the Investor Relations section of our website at <http://ir.navistar.com/documentdisplay.cfm?DocumentID=1309>. These guidelines reflect the Board's commitment to oversee the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing stockholder value over the long term.

RELATED PARTY TRANSACTIONS AND APPROVAL POLICY

We established the Navistar Executive Stock Ownership Program in 1997 to more closely align the interests of stockholders and our senior management. Under this program all of our executive officers and certain senior managers are required to purchase and hold a specified amount of our Common Stock equal to a multiple of his or her annual base salary. Certain executive officers received full-recourse loans for the purchase price of our Common Stock they purchased through the program. Effective July 30, 2002, we ceased offering loans to our executive officers under this program. The loans extended to our executive officers prior to July 30, 2002, however, remained in effect in accordance with their then existing terms and conditions. These loans accrued interest at the applicable federal rate (as determined by Section 1274(d) of the Internal Revenue Code) on the purchase date (or date of refinance) for loans of stated maturity, compounded annually, were unsecured obligations and had a nine-year term. All principal and interest under these loans had to be repaid at maturity in a balloon payment.

The following executive officers of the Company had outstanding loans under this program during fiscal year 2010. The table below indicates the largest amount of the indebtedness outstanding and interest rate charged during fiscal year 2010. All principal and interest under these loans were repaid in full in fiscal year 2010.

Name	Maximum Indebtedness During Fiscal	
	2010(\$)	Interest Rate (%)
Gregory W. Elliott	\$135,915	4.77% & 5.02%
Daniel C. Ustian	\$418,867	4.77%

Our Policy and Procedures with Respect to Related Person Transactions governs the review, approval and ratification of transactions involving the Company and related persons where the amount involved exceeds \$120,000. Related persons include our executive officers, directors, director nominees, 5% stockholders and immediate family members of such persons, and entities in which one of these persons has a direct or indirect material interest. Under this policy, prior to entering into any related-person transaction, the General Counsel or Corporate Secretary of Navistar is to be notified of the facts and circumstances of the proposed transaction, including: (i) the related person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

The General Counsel or Corporate Secretary then assesses whether the proposed transaction is a related-person transaction for purposes of the policy and SEC rules. If the General Counsel or

Table of Contents

Corporate Secretary determines that the proposed transaction is a related-person transaction, the proposed transaction is then submitted to the Audit Committee of the Board for its consideration. The Audit Committee considers all of the relevant facts and circumstances available, including (if applicable) but not limited to: (i) the benefits to the Company; (ii) the impact on a director's independence, in the event such person is a director; (iii) the availability of other sources for comparable products or services; (iv) the terms of the transaction; and (v) the terms available to unrelated third parties or to employees generally. No member of the Audit Committee shall participate in any review, consideration or approval of any related-person transaction with respect to which such member or any of his or her immediate family members is the related person. The Audit Committee approves only those proposed transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as determined by the Audit Committee in good faith. In the event that the Company becomes aware of a related-person transaction that has not been previously approved or ratified, a similar process will be undertaken in order to determine if the existing transaction should continue or be terminated and/or if any disciplinary action is appropriate. The General Counsel or Corporate Secretary may also develop, implement and maintain from time to time certain administrative procedures to ensure the effectiveness of this policy.

A copy of our Policy and Procedures with Respect to Related Person Transactions is available on the Investor Relations section of our website at <http://ir.navistar.com/documentdisplay.cfm?DocumentID=3617>.

Since the beginning of fiscal year 2010, the following three related-person transactions occurred:

The first originally occurred in August 2008 and relates to our Vice President and Treasurer, James M. Moran, in regards to his wife Kristin Moran's employment as the General Counsel of our finance subsidiary, Navistar Financial Corporation. As General Counsel of Navistar Financial Corporation, Mrs. Moran receives compensation in excess of \$120,000 per year. Since Mrs. Moran's employment pre-dated Mr. Moran's appointment as our Vice President and Treasurer, that relationship was permissible under the applicable provisions of our Policy and Procedures with Respect to Related Person Transactions and did not require Audit Committee approval. Any material change in the terms of Mrs. Moran's employment would, however, need to be approved by the Audit Committee.

The second originally occurred in December 2007 and was ratified in December 2010 and related to the retention of Evercore Trust Company as an investment manager for certain of our employee benefit plan trusts. As compensation for its investment manager services, Evercore Trust Company was paid an aggregate yearly service fee of \$250,000. By virtue of serving as investment manager for certain of our employee benefit plan trusts that at times exceeded 5% ownership during 2010, Evercore Trust Company was deemed to be more than a 5% beneficial owner of our Common Stock. The Audit Committee determined that the investment manager service provided by Evercore Trust Company was not inconsistent with the best interests of the Company and ratified and approved the transaction.

The third originally occurred in September 2009 and relates to our Chief Financial Officer, Andrew Cederoth, whose brother in law, Daniel McEachern, is a materials manager at Navistar, Inc. As sourcing manager at Navistar, Mr. McEachern received compensation in excess of \$120,000 per year. Since Mr. McEachern's employment predated Mr. Cederoth's appointment as our Executive Vice President and Chief Financial Officer, that relationship was permissible under the applicable provisions of our Policy and Procedures with Respect to Related Person Transactions and did not require Audit Committee approval. Any material change in the terms of Mr. McEachern's employment would, however, need to be approved by the Audit Committee.

Table of Contents

DIRECTOR INDEPENDENCE DETERMINATIONS

We believe that a majority of our members of our Board should be independent non-employee directors. Our Board has affirmatively determined that each of Messrs. Clariond, Correnti, Hammes, Harrison, Keyes, Klinger, Osborne and Williams and Ms. Gulyas qualifies as an independent director in accordance with the NYSE's independence requirements and our own internal guidelines for determining director independence and each has been determined to be financially literate. All of the members of our Audit Committee, Compensation Committee, Finance Committee and the Nominating and Governance Committee are independent and financially literate.

Both the NYSE requirements and our own guidelines include a series of objective tests for determining the independence of a director, such as that the director is not an employee of Navistar and has not engaged in various types of commercial or charitable relationships with Navistar. A copy of our existing guidelines for determining director independence, as included in our Corporate Governance Guidelines, is available on the Investor Relations section of our website at <http://ir.navistar.com/documentdisplay.cfm?DocumentID=1309>. Our Board has made a determination as to each independent director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of the director's independent judgment in carrying out his or her responsibilities as a director. In making these determinations, our Board reviewed and discussed information provided by the directors and Navistar with regard to each director's business and personal activities as they may relate to Navistar, its management and/or its independent registered public accounting firm. We intend to explain in our public filings the basis for any determination by the Board that a relationship is not material if the relationship does not satisfy one of the specific categories of immaterial relations contained in our existing guidelines.

BOARD LEADERSHIP STRUCTURE

The Company's Corporate Governance Guidelines allow the Board to select the Chairman of the Board and the CEO and determine from time to time whether the positions are combined and filled by one person or separated and filled by two persons. Currently, Mr. Daniel C. Ustian, our CEO, is also Chairman. The Board has determined that selecting our CEO as Chairman is in the best interests of the Company and its stockholders because this leadership structure promotes a unified vision for our Company, strengthens the ability of the CEO to develop and implement strategic initiatives and facilitates our Board's efficient and effective functioning.

The Board also believes the combination of Chairman and CEO position is appropriate in light of the independent oversight provided by the Board and the appointment of an independent Lead Director. On October 20, 2009, the Board appointed Mr. Michael N. Hammes to serve as Lead Director for a second two-year term. Our Lead Director's duties and responsibilities include: (i) facilitating communications and information sharing among the independent directors; (ii) advising on Board meeting agendas; (iii) advising on meeting materials; (iv) participating in the evaluation and selection of candidates for selection to the Board; (v) participating in the recruiting of new directors; (vi) overseeing the Board self-evaluation process and individual director evaluations, if such individual director evaluations are performed; (vii) participating in the evaluation of the CEO; (viii) participating in the development of recommendations to the Board for the election of Board Committee members and the appointment of Committee chairs; (ix) chairing Board meetings in the absence of the Chair; (x) making recommendations about retention of consultants reporting to the Board; (xi) attending all Board Committee meetings; and (xii) consulting with the CEO prior to the CEO's personal transactions in the Corporation's securities. In addition, the Lead Director provides feedback to the CEO regarding the other directors' comments and concerns.

Table of Contents

RISK OVERSIGHT

Our Board has overall responsibility for the oversight of risk management at our Company. Day to day risk management is the responsibility of management, which has implemented an Enterprise Risk Management process to identify, assess, manage and monitor risks that face our Company. Enterprise Risk Management operates within our Internal Audit and Sarbanes-Oxley Compliance department and coordinates its efforts with these departments. Our Board, either as a whole or through its Committees, regularly discusses with management our major risk exposures, their potential impact on our Company, and the steps we take to monitor and control such exposures.

While our Board has general oversight responsibility for risk at our Company, the Board has delegated some of its risk oversight duties to the various Board Committees. In particular, the Audit Committee is responsible for generally reviewing and discussing the Company's policies and guidelines with respect to risk assessment and risk management. It also focuses on the management of financial risk exposure and oversees financial statement compliance and control environment risk exposure. The Nominating and Governance Committee oversees risks related to corporate governance, including risk related to the political environment. The Compensation Committee assists our Board in overseeing the management of risks arising from our compensation policies and programs and programs related to assessment, selection, succession planning, training and development of executives of the Company. Finally, the Finance Committee is responsible for overseeing policies with respect to financial risk assessment and financial risk management including, without limitation, risks relating to liquidity/access to capital and macroeconomic trends/environment risks. Each of the Board Committees reviews these risks and then discusses the process and results with the full Board.

The Board believes the combined role of Chairman and CEO is an effective structure for the Board to understand the risks associated with the Company's strategic plans and objectives. Additionally, maintaining an independent Board with a Lead Director permits open discussion and assessment of the Company's ability to manage these risks.

NOMINATING DIRECTORS

You may recommend any person as a candidate for director by writing to Corporate Secretary at 4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555 and complying with the procedures set forth in our bylaws. Your letter must include all of the information required by our bylaws including, but not limited to, the proposed nominee's biographical information and principal occupation; the number of shares of capital stock of the Company which are owned by the proposed nominee, appropriate information about the proposed nominee that would be required to be included in a proxy statement under the rules of the SEC, the number of shares held by you, information about the relationship between the proposed nominee and you, and a representation that you intend to appear in person or by proxy at the meeting to nominate the proposed nominee. Your letter must be accompanied by the written consent of the proposed nominee to being named as a nominee and to serve as a director if elected. You may only recommend a candidate for director if you hold shares of the Company's stock on the date you give the notice described above and on the record date for the annual meeting of stockholders at which you propose such nominee be elected.

The Nominating and Governance Committee identifies nominees for directors from various sources, including suggestions from Board members and management, and in the past has used third party consultants to assist in identifying and evaluating potential nominees. The Nominating and Governance Committee will consider persons recommended by the stockholders in the same manner as a committee-recommended nominee. The Nominating and Governance Committee has specified the following minimum qualifications that it believes must be met by a nominee for a position on the Board:

knowledge and contacts in the Company's industry and other relevant industries;

positive reputation in the business community;

Table of Contents

the highest personal and professional ethics and integrity and values that are compatible with the Company's values;

experiences and achievements that provide the nominee with the ability to exercise good business judgment;

ability to make significant contributions to the Company's success;

ability to work successfully with other directors;

willing to devote the necessary time to the work of the Board and its committees which includes being available for the entire time of meetings;

ability to assist and evaluate the Company's management;

is involved only in other activities or interests that do not create a conflict with their responsibilities to the Company and its stockholders;

understands and meets its responsibilities to the Company's stockholders including the duty of care (making informed decisions) and the duty of loyalty (maintaining confidentiality and avoiding conflicts of interest); and

potential to serve on the Board for at least five years.

The Nominating and Governance Committee believes that consideration should also be given to having a diversity of backgrounds, skills, and perspectives among the directors, and that generally directors should not be persons whose primary activity is investment banking, law, accounting, or consulting. In addition, the selection of directors should consider the need to strengthen the Board by providing a diversity of persons in terms of their expertise, age, sex, race, ethnicity, education, and other attributes which contribute to the Board's diversity.

The satisfaction of the above criteria is implemented and assessed through ongoing consideration of directors and nominees by the Nominating and Governance Committee and the Board, as well as the Board's self-evaluation process. Based upon these activities and its review of the current composition of the Board, the Nominating and Governance Committee and the Board believe that these criteria have been satisfied.

As outlined in our Corporate Governance Guidelines, any director who receives more withheld votes than for votes in an uncontested election is required to tender his or her resignation to the Nominating and Governance Committee for consideration and recommendation to the Board. The Board will publicly disclose its decision.

BOARD COMMITTEES AND MEETINGS

The Board documented its governance practices in our Corporate Governance Guidelines. These governance standards embody many of our long-standing practices, policies and procedures, which are the foundation of our commitment to best practices. In October 2010, the Board conducted an evaluation of the directors, the committees and the Board.

The Board has five standing committees: an Audit Committee, a Compensation Committee, an Executive Committee, a Finance Committee and a Nominating and Governance Committee. Each of the committees, except for the Executive Committee, is governed by a written charter, copies of which are available on the Investor Relations section of our website at <http://ir.navistar.com/documents.cfm>.

Table of Contents

In fiscal year 2010, the full Board met six (6) times. In addition, the Board's independent directors met three (3) times in regularly scheduled executive sessions to (i) evaluate the performance of the Chief Executive Officer, (ii) discuss corporate strategies and (iii) discuss the Board's self-evaluation. The Chairs of our Audit, Compensation, Nominating and Governance and Finance committees of the Board each preside as the chair at meetings or executive sessions of outside directors at which the principal items to be considered are within the scope of the authority of his or her committee.

All of the directors attended 75% or more of all the meetings of the Board and the committees on which he or she serves. The Company encourages all Board members to attend all meetings, including the Annual Meeting. All of our directors attended our 2010 Annual Meeting.

Below is a table indicating committee membership and a description of each committee of the Board.

Committee Membership

(as of December 31, 2010)

	Audit	Compensation	Executive	Finance	Nominating & Governance
Eugenio Clariond				ü	ü
John D. Correnti	ü	ü *			ü
Diane H. Gulyas				ü	
Michael N. Hammes		ü	ü	ü *	ü *
David D. Harrison	ü	ü			
James H. Keyes	ü *	ü	ü		ü
Steven J. Klinger	ü	ü			
William H. Osborne				ü	
Daniel C. Ustian			ü *		
Dennis D. Williams				ü	

* Indicates the chair of the committee

Audit Committee The Audit Committee assists the Board in fulfilling its responsibility for oversight of the Company's financial reporting process, the Company's legal and regulatory compliance, the independence, qualifications and performance of the Company's independent registered public accounting firm and the performance of the Company's internal audit function. The Audit Committee reviewed the fiscal year 2010 audit plans of the Company's independent registered public accounting firm and internal audit staff, reviewed the audit of the Company's accounts with the independent registered public accounting firm and the internal auditors, considered the adequacy of audit scope and reviewed and discussed with the auditors and management the auditors' reports. The Audit Committee also reviewed environmental surveys and compliance activities for the Company's facilities and the expense accounts of executive officers and directors. The Audit Committee reviews and decides on conflicts of interest and related person transactions that may affect executive officers and directors and also discusses policies and guidelines with respect to risk assessment and risk management. Additional information on the roles and responsibilities of the Audit Committee is provided under "Audit Committee Reports" on page 22 of this proxy statement. In December 2010 the Board designated Mr. John D. Correnti, Mr. David D. Harrison, Mr. James H. Keyes and Mr. Steven J. Klinger as Audit Committee financial experts, as defined by applicable law, rules and regulations. In fiscal year 2010, the Audit Committee held nine (9) meetings. The Audit Committee conducted an evaluation of its performance in October 2010.

Compensation Committee The Compensation Committee makes recommendations to the Board with respect to the election and responsibilities of all executive officers, reviews and approves the

Table of Contents

compensation of executive officers who are not also directors of the Company, reviews and approves the Company's compensation strategy and any associated risk, recommends to the independent members of the Board the compensation of executive officers who also are directors of the Company, administers the Company's equity compensation plans, furnishes an annual Compensation Committee Report on executive compensation and reviews and discusses the Compensation Discussion & Analysis (CD&A) with management and recommends to the Board the inclusion of the CD&A in the Company's proxy statement. Upon management's recommendation, the Compensation Committee reviews basic changes to non-represented employees' base compensation and incentive and benefit plans. The Compensation Committee also oversees the development and implementation of succession plans for senior executives and positions as needed. Additional information on the roles and responsibilities of the Compensation Committee is provided in the CD&A on page 27 of this proxy statement. The Compensation Committee held six (6) meetings in fiscal year 2010. The Compensation Committee conducted an evaluation of its performance in October 2010.

Executive Committee The Executive Committee is composed of three directors, two of whom are independent directors. The Executive Committee represents the Board between meetings for the purpose of consulting with officers, considering matters of importance and either taking action or making recommendations to the Board. The Executive Committee held one meeting in fiscal year 2010.

Finance Committee The Finance Committee reviews the Company's financing requirements, custody and management of assets which fund the pension and retirement savings plans of the Company's subsidiaries, procedures by which projections and estimates of cash flow are developed, dividend policy and investment spending and capital expenditure budgets. The Finance Committee also oversees the Company's policies with respect to financial risk assessment and financial risk management. The Finance Committee held six (6) meetings in fiscal year 2010. The Finance Committee conducted an evaluation of its performance in October 2010.

Nominating and Governance Committee The Nominating and Governance Committee is responsible for the organization of the Board, reviewing and making recommendations to the Board concerning nominees for election as directors and reviewing, recommending corporate governance practices, policies of the Company and changes to the Company's charter and by-laws and overseeing risks related to corporate governance. In addition, the Nominating and Governance Committee leads the Board in its self-evaluation process. The Nominating and Governance Committee held six (6) meetings in fiscal year 2010. The Nominating and Governance Committee conducted an evaluation of its performance in October 2010.

COMMUNICATION WITH THE BOARD

Interested parties may communicate with any of our directors, our Board as a group, our non-employee directors as a group or any committees of the Board by sending an e-mail to presiding.director@navistar.com or by writing to the Presiding Director, c/o the Corporate Secretary, at 4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555. The Board has given the Corporate Secretary the discretion to distribute communications to the director or directors, after ascertaining whether the communications are appropriate to duties and responsibilities of the Board. Communications that relate to ordinary business matters that are not within the scope of the Board's responsibilities will be forwarded to the appropriate employee within the Company. Solicitations, junk email and obviously frivolous or inappropriate communications will not be forwarded. You will receive a written acknowledgement from the Corporate Secretary's Office upon receipt of your communication.

Table of Contents

CODE OF CONDUCT

Our Code of Conduct embodies a code of ethics (the Code) applicable to all of our directors, officers and employees which establishes the principles, policies and conduct for professional behavior in the workplace. Every director, officer and employee is required to read and follow the Code. A copy of our Code of Conduct is available on the Investor Relations section of our website at <http://ir.navistar.com/documentdisplay.cfm?DocumentID=4850>. Any waiver of the Code for executive officers or directors of the Company requires the approval of the Audit Committee and must be promptly disclosed to the Company's stockholders. We intend to disclose on the Investor Relations section of our website (<http://ir.navistar.com/documents.cfm>) any amendments to, or waivers from, the Code that is required to be publicly disclosed under the rules of the SEC.

The Audit Committee has established procedures for employees, vendors and others interested parties to communicate concerns with respect to our accounting, internal controls or financial reporting to the Audit Committee, which has responsibility for these matters. Concerns may be reported as follows:

Via the Navistar Business Abuse and Compliance Hotline

1 -877-734-2548

or via the Internet at

tnwinc.com/webreport/default.asp

**Write to the Audit Committee
Audit Committee**

c/o Corporate Secretary

Navistar International Corporation

4201 Winfield Road

P.O. Box 1488

Warrenville, IL 60555

E-mail the Audit Committee

Audit.committee@navistar.com

Table of Contents

AUDIT COMMITTEE REPORT

Management of the Company has the primary responsibility for the integrity of the accounting, auditing and financial reporting practices of the Company, including the system of internal controls. KPMG LLP (KPMG), our independent registered public accounting firm, is responsible for performing an independent audit of the Company's consolidated financial statements and internal controls over financial reporting in accordance with standards established by the Public Company Accounting Oversight Board (United States) and issuing a report thereon. The Audit Committee's responsibility is to monitor these processes. In this regard, the Audit Committee meets periodically with management, the internal auditors and our independent registered public accounting firm. The Audit Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities and the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in conducting any such investigations. The Audit Committee is responsible for selecting and, if appropriate, replacing our independent registered public accounting firm.

The Audit Committee discussed with KPMG the overall scope and execution of the independent audit and reviewed and discussed the audited financial statements with management. Discussions about the Company's audited financial statements included KPMG's judgments about not only the acceptability of the accounting principles, but also the quality, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. The Audit Committee also discussed with KPMG other matters required by Statement on Auditing Standards No. 114 (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. KPMG provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee discussed the independence of the independent registered public accounting firm with management and KPMG. The Audit Committee concluded that KPMG's independence had not been impaired.

Based on the above-mentioned review and discussions with management and KPMG, and subject to the limitations on the roles and responsibilities of the Audit Committee referred to above and in the Audit Committee's written charter, the Audit Committee recommended to the Board that the Company's audited consolidated financial statements be included in its Annual Report on Form 10-K for the fiscal year ended October 31, 2010 for filing with the SEC. In addition, the Audit Committee engaged KPMG to serve as the Company's independent registered public accounting firm for fiscal year 2011.

Audit Committee

James H. Keyes, Chairman

John D. Correnti

David D. Harrison

Steven J. Klinger

Table of Contents**PERSONS OWNING MORE THAN FIVE PERCENT OF NAVISTAR COMMON STOCK**

This table indicates, as of December 31, 2010, all persons we know to be beneficial owners of more than 5% of our Common Stock. This information is based, in part, on a review of Schedule 13D, Schedule 13G and Section 16 reports filed with the SEC by each of the firms listed in the table below.

Name and Address	Total Amount and Nature of Beneficial Ownership	Percent of Class (A)
FMR LLC		
Edward C. Johnson 3d	10,585,914(B)	14.69%
82 Devonshire Street, Boston, Massachusetts 02109		
BlackRock, Inc.		
	4,729,483(C)	6.56%
40 East 52 nd Street, New York, NY 10022		
Owl Creek I, L.P.		
Owl Creek II, L.P.		
Owl Creek Advisors, LLC		
	3,858,900(D)	5.35%
Owl Creek Asset Management, L.P.		
Jeffrey A. Altman		
640 Fifth Avenue, 20th Floor, New York, NY 10019		

(A) Applicable percentage ownership is based upon 72,070,426 shares of Common Stock outstanding as of December 31, 2010.

(B) As reported in a Schedule 13G, as amended by Amendment No. 2 filed February 16, 2010 with the SEC by FMR LLC (FMR), Edward C. Johnson, 3d, Chairman of FMR, and Fidelity Management and Research Company, a wholly-owned subsidiary of FMR and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 (Fidelity). It is reported in the Schedule 13G/A that (1) Fidelity is the beneficial owner of 8,173,417 shares of Common Stock as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940, (2) Edward C. Johnson 3d, and FMR, through its control of Fidelity, and the funds each has sole power to dispose of 8,173,417 shares owned by such funds and neither FMR nor Edward C. Johnson 3d, has sole power to vote or direct the voting of the shares owned directly by such funds, which power resides with such funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by such funds' Boards of Trustees, (3) Strategic Advisers, Inc., a wholly-owned subsidiary of FMR and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR's beneficial ownership includes 2,125 shares of Common Stock, beneficially owned through Strategic Advisers. (4) Pyramis Global Advisors, LLC (PGALLC), an indirect wholly-owned subsidiary of FMR and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 129,820 shares of Common Stock as a result of its serving as investment adviser to the institutional account(s), non-U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940 owning such shares, (5) Edward C. Johnson 3d and FMR, through its control of PGALLC, each has sole dispositive power over 129,820 shares and sole power to vote or to direct the voting of 129,820 shares owned by the institutional account(s) or funds advised by PGALLC as reported above, (6) Members of the family of Edward C. Johnson 3d are the predominant owners, directly or through trusts, of Series B voting common shares of FMR, representing 49% of

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the voting power of FMR. The Johnson family group and all other Series B stockholders have entered into a stockholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the stockholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR, (7) Pyramis Global Advisors Trust Company (PGATC), an indirect wholly-owned subsidiary of FMR and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 911,921 shares of Common Stock as a result of its serving as investment manager of institutional accounts owning such shares, (8) Edward C. Johnson 3d and FMR, through its control of PGATC, each has sole dispositive power over 911,921 shares and sole power to vote or to direct the voting of 836,973 shares of Common Stock owned by the institutional accounts managed by PGATC as reported above, (9) FIL Limited (FIL) and various foreign-based subsidiaries provide investment advisory and management services to a number of non-U.S. investment companies and certain institutional investors. FIL is the beneficial owner of 1,368,631 shares of Common Stock, and (10) FIL has sole dispositive power over 1,368,631 shares and sole power to vote or direct the voting of 1,357,431 shares and no power to vote or direct the voting of 11,200 shares of Common Stock held by the international funds as reported above. Partnerships controlled predominantly by members of the family of Edward C. Johnson own shares of FIL voting stock with the right to cast approximately 47% of the total votes which may be cast by all holders of FIL voting stock.

Table of Contents

- (C) As reported in Schedule 13G, filed January 29, 2010 with the SEC by BlackRock, Inc. It is reported in the Schedule 13G that BlackRock, Inc. is the holding company of certain subsidiaries that hold, in the aggregate, 4,729,483 shares of Common Stock, over which BlackRock, Inc. has sole voting power and sole dispositive power. According to the Schedule 13G, the subsidiaries of BlackRock, Inc. that hold shares of Common Stock are BlackRock Asset Management Japan Limited; BlackRock Advisors (UK) Limited; BlackRock Institutional Trust Company, N.A.; BlackRock Fund Advisors; BlackRock Asset Management Canada Limited; BlackRock Asset Management Australia Limited; BlackRock Advisors, LLC; BlackRock Financial Management, Inc.; BlackRock Investment Management, LLC; BlackRock (Luxembourg) S.A.; BlackRock International Ltd; BlackRock Investment Management UK Ltd; State Street Research & Management Co.
- (D) As reported in Schedule 13G, filed June 7, 2010 with the SEC by Owl Creek I, L.P., Owl Creek II, L.P., Owl Creek Advisors, LLC, Owl Creek Asset Management, L.P. and Jeffrey A. Altman. It is reported in the Schedule 13G that (1) 52,200 shares of Common Stock are beneficially owned by Owl Creek I, L.P., over which it has shared voting power and shared dispositive power, (2) 791,500 shares of Common Stock are beneficially owned by Owl Creek II, L.P., over which it has shared voting power and shared dispositive power, (3) 843,700 shares of Common Stock are beneficially owned by Owl Creek Advisors, LLC, over which it has shared voting power and shared dispositive power, (4) 3,015,200 shares of Common Stock are beneficially owned by Owl Creek Asset Management, L.P. over which it has shared voting power and shared dispositive power, (5) 3,858,900 shares of Common Stock are beneficially owned by Jeffrey A. Altman, over which he has shared voting power and shared dispositive power and (6) Owl Creek Advisors, LLC is the general partner of Owl Creek I and Owl Creek II, and as such has the power to direct the affairs of Owl Creek I and Owl Creek II, Owl Creek Asset Management, L.P. is the investment manager of Owl Creek Overseas Fund, Ltd and Owl Creek Socially Responsible Investment Fund, Ltd, and as such has the power to direct the affairs of Owl Creek Overseas Fund, Ltd and Owl Creek Socially Responsible Investment Fund, Ltd and Jeffrey A. Altman is the managing member of Owl Creek Advisors, LLC and the managing member of the general partner of Owl Creek Asset Management, L.P., and in such capacities has the power to direct their operations.

Table of Contents**NAVISTAR COMMON STOCK OWNED BY EXECUTIVE OFFICERS AND DIRECTORS**

The following table sets forth certain information regarding beneficial ownership of our Common Stock as December 31, 2010 by: (i) each of our directors or nominees for director; (ii) each of our executive officers named in the Summary Compensation Table on page 39 (NEOs); and (iii) all of our directors, nominees for director and executive officers as a group. In general, beneficial ownership includes those shares a director or NEO has the power to vote or transfer, stock units with no risk of forfeiture, and stock options exercisable within 60 days. Except as noted, the persons named in the table below have the sole voting and investment power with respect to all shares beneficially owned by them.

Name/Group	Owned ⁽¹⁾	Number of Shares			Percent of Class
		Number of DSUs, PSUs or RSUs With No Risk of Forfeiture ⁽²⁾	Obtainable Through Stock Option Exercise	Total	
Andrew J. Cederoth	8,584	6,607	42,601	57,792	*
Eugenio Clariond ⁽⁴⁾	55,425	10,616	19,734	85,775	*
John D. Correnti	5,655	14,313	22,234	42,202	*
Phyllis E. Cochran	17,846	17,408	111,970	147,224	*
Steven K. Covey	15,869	16,629	87,420	119,918	*
Diane H. Gulyas		338	1,334	1,672	*
Michael N. Hammes	3,771	1,333	2,534	7,638	*
David D. Harrison	1,000	1,458	3,734	6,192	*
Deepak T. Kapur	47,668	13,829	139,592	201,089	*
James H. Keyes	792	17,757	19,734	38,283	*
Steven J. Klinger	792	666	3,734	5,192	*
William H. Osborne	338		1,334	1,672	*
Daniel C. Ustian	44,893	93,006	731,729	869,628	1.2
Dennis D. Williams ⁽³⁾					*
All Directors and Executive Officers as a Group (18 persons) ⁽⁵⁾	217,819	203,062	1,268,780	1,689,661 ⁽⁶⁾	2.3

* Percentage of shares beneficially owned does not exceed one percent.

(1) The number of shares shown for each NEO (and all directors and executive officers as a group) includes the number of shares of Common Stock owned indirectly, as of December 31, 2010, by such executive officers in our Retirement Accumulation Plan, as reported to us by the Plan trustee.

(2) The number of DSUs, PSUs and RSUs owned by each director and NEO (and all directors and executive officers as a group) includes deferred share units (DSUs), premium share units (PSUs) and restricted stock units (RSUs). For additional information on DSUs, PSUs and RSUs see below.

(3) At the request of the UAW, the UAW representative director, Dennis Williams, does not receive stock or stock option grant awards.

(4) Includes 54,500 shares Mr. Clariond owns indirectly through Ecrehi, CV LP.

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(5) Includes current directors and executive officers as a group.

(6) Includes shares over which there is shared voting and investment power as follows: directors and executive officers as a group 61,447 shares.

DSUs PSUs and RSUs

Under our Executive Stock Ownership Program, executives may defer their cash bonus into DSUs. If an executive officer elects to defer a cash bonus, the number of shares shown for such NEO includes

Table of Contents

these DSUs. These DSUs vest immediately. The number of shares shown as owned for each NEO (and all NEOs as a group) also includes PSUs that were awarded pursuant to the Executive Stock Ownership Program. PSUs vest in equal installments on each of the first three anniversaries of the date on which they are awarded.

Under our Non-Employee Directors Deferred Fee Plan, directors may defer all or a portion of their annual retainer and meeting fees into phantom stock units. If a director elects to defer a portion of their annual retainer and/or meeting fees into phantom stock units, these phantom stock units are shown as owned.

Under our 2004 Performance Incentive Plan (PIP) and prior plans, executives may defer the receipt of shares of Common Stock due in connection with a restoration stock option exercise of non-qualified stock options that were vested prior to December 31, 2004. If an executive elected to defer receipt of these shares into stock units, these stock units are also shown as owned. The deferral feature has been eliminated with respect to future stock option grants under the 2004 PIP and for non-qualified stock options granted from prior plans that vest on or after January 1, 2005.

Under our 2004 PIP, RSUs were granted to our NEOs on September 18, 2008, December 16, 2008, December 15, 2009 and December 14, 2010. The September 2008 RSUs vest ratably over a three year period with 25% vesting on each of the first and second anniversary of the date of grant, with the remaining 50% vesting on the third anniversary of the date of grant. The December 2008 and 2009 RSUs vest ratably over a three year period with 1/3rd vesting on each of the first three anniversaries of the date of grant, so that in 3 years the RSUs are 100% vested.

Table of Contents

COMPENSATION

COMPENSATION COMMITTEE REPORT

The Compensation Committee of our Board (the Committee) reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and based upon this review and discussion, the Committee recommended to the Board that the Compensation Discussion and Analysis (CD&A) be included in this proxy statement. The independent members of the Board reviewed and discussed the compensation of the CEO.

The Compensation Committee

John D. Correnti, Chairperson
David D. Harrison
Michael N. Hammes
James H. Keyes
Steven J. Klinger

**The Independent Members of the
Board of Directors (non Compensation Committee members)**

Eugenio Clariond
Diane Gulyas
William H. Osborne
Dennis D. Williams

COMPENSATION DISCUSSION AND ANALYSIS

The Committee has the responsibility to approve and monitor all compensation and benefit programs for our executive officers (designated as Section 16 Officers) and makes recommendations for the compensation and benefits of our Chief Executive Officer (the CEO), which is then approved by the independent members of our Board. As part of its responsibility, the Committee reviews the performance of executive officers and approves compensation based on the overall successes of the individual executive, his or her specific business unit to the extent applicable, and the organization as a whole. The Committee is governed by a written charter, a copy of which is available on the Investor Relations section of our website at <http://ir.navistar.com/documentdisplay.cfm?DocumentID=809>.

Executive Summary

Our long term strategy is focused on three pillars: (i) Great Products, (ii) Competitive Cost Structure, and (iii) Profitable Growth. Two key enablers to this strategy are (i) Leverage the resources we have and those of our partners, and (ii) Control our destiny.

As our stockholders read through this CD&A, we believe our executive compensation programs are designed to support the Company and our business strategies in concert with our culture, compensation philosophies and guiding principles.

The following describes some of the key executive compensation program changes implemented or designed in fiscal year 2010.

The Committee eliminated the gross up on perquisites or other similar payments for Section 16 Officers effective November 1, 2009.

The Committee eliminated the excise tax gross up on Change in Control (CIC) payments effective with the January 1, 2010 amended Executive Severance Agreement (ESA).

The Committee amended the ESAs to ensure alignment with competitive best practices and regulatory compliance.

Table of Contents

The Committee approved the redesign of the fiscal year 2010 Annual Incentive (AI) Plan which ties into our strategy and drives key performance behaviors.

The Committee approved the fiscal year 2011 Long Term Incentive (LTI) Plan that includes a total stockholder return plan for top executives, including our NEOs, focused on increasing stockholder value and outperforming the competition.

The Committee, as well as the entire Board, reviewed our Human Resources People Strategy to address succession and executive development.

Details regarding these changes are further explained in the respective sections throughout the CD&A and this proxy statement.

Detailed Review of Executive Compensation

Compensation Philosophy and Objectives

Our executive compensation program for our NEOs, as well as other executives, is designed to closely align executive rewards with corporate, group and individual performance and the total return to stockholders. We developed an overall compensation philosophy that is built on a foundation of guiding principles:

Competitive Positioning: Total remuneration is designed to attract and retain the executive talent required to achieve our goals through a market competitive total remuneration package.

Performance Orientation: Executive compensation is performance-based with a direct link to Company, business unit, and individual performance. It is also designed to align the interests of executives and stockholders.

Fairness: Compensation programs are designed to be fair and equitable across all employee groups and should not discriminate in favor of any one individual or group on the basis of age, service, or other non-performance related criteria.

Ownership and Responsibility: Programs recognize individual contributions as well as link executive and stockholder interests through compensation programs that reward our executives, including our NEOs, based on the financial success of the Company and increases to stockholder value.

Market Compensation Review

We continuously monitor the market competitiveness of our executive compensation program. Over the past couple of years, the Committee has reviewed various components of the program to ensure that (i) pay opportunities are competitive with the market, (ii) there is an appropriate link between performance and pay and (iii) the program supports our stated compensation philosophy. This process included consultation with Exequity, an independent compensation consultancy firm, which compared compensation of our executives, including our NEOs, on short-term incentive awards, long-term incentives, executive severance arrangements, other benefits and our overall compensation and benefits philosophy to that of our comparator group and broader market practice. Exequity was engaged by the Committee and reports solely to the Committee. The Committee has the sole authority to approve the terms of engagement. Exequity did not provide any services to the Company other than executive compensation consulting services during fiscal year 2010. The Committee considered both Exequity's advice and management's opinion in determining the compensation strategy. On an ad hoc basis, the Committee may engage Exequity to provide information regarding specific executive compensation topics of interest.

Table of Contents

For fiscal year 2010, our comparator group of 23 companies was chosen from a cross section of manufacturing and transportation and equipment companies that have revenues ranging from one half to two times our revenues. The removal of Lear Corporation, as a result of their filing bankruptcy protection under Chapter 11, was the only change from fiscal year 2009 to fiscal year 2010. We review executive compensation against this peer group of companies with which we compete for talent. Information about this list of companies is used by Exequity and management when the Committee requests specific executive compensation analyses. The Committee approved the following peer group for fiscal year 2010.

Fiscal Year 2010 Compensation Peer Group

AGCO Corporation	Goodrich Corporation	PACCAR Incorporated
Cummins Incorporated	Goodyear Tire and Rubber	Parker-Hannifin
Danaher Corporation	Harley Davidson, Incorporated	PPG Industries, Inc.
Deere and Company	Illinois Tool Works	Terex Corporation
Dover Corporation	Ingersoll-Rand Co. Ltd.	Textron, Incorporated
Eaton Corporation	ITT Industries, Incorporated	TRW Automotive Holdings Corporation
General Dynamics	Masco Corporation	Whirlpool Corporation
Genuine Parts Company	Oshkosh Corporation	

A broader industry survey published by Hewitt Associates was also used to provide us with additional compensation market data. Please refer to Appendix A of this proxy statement for a list of participants in Hewitt's 2010 TCM survey. For individual executive positions, if the market data from the peer group of companies was not statistically reliable because of the small sample size, we also used the manufacturing group (or if the sample size is large enough, the all-industry group) of this broader survey data. When we use broader industry surveys, we use market data within our revenue scope, either overall consolidated revenue for corporate roles and/or business unit revenue for business unit specific roles. This is especially true for the base salary competitive market review.

In fiscal year 2010, for base salary, short-term incentives, and long-term incentives, we targeted the 50th percentile (market median). We established a policy of targeting base salaries at the 50th percentile (market median) of the competitive market, based on the peer group, where available, or the broader industry survey. We refer to this as the competitive market data, competitive marketplace, or the like. We consider an executive to be compensated competitively if his or her base salary is within 85 to 115 percent of the market median. Under special circumstances, when we are recruiting for critical roles, we may target an executive's salary up to the 75th percentile. Our incentive compensation plans provide executives with the opportunity to earn total compensation at the 50th percentile of the competitive market for target consolidated, business unit, and/or individual performance and at the 75th percentile for distinguished consolidated, business unit, and/or individual performance.

Typically, the CEO makes recommendations to the Committee regarding annual base salary increases for the NEOs other than himself (see the section entitled *Summary of the Executive Salary Planning Approval Process* below). For our AI, the CEO may recommend that the Committee adjust awards to reflect individual performance. For long-term incentives, awards generally follow our fixed share guidelines with no adjustments recommended by the CEO, however awards granted under our new plan design, described below in our LTI section, the CEO has discretion for select executives eligible for the TSR plan.

Pay Mix

Our pay mix of base salary, short-term incentives, and long-term incentives generally tracks to the marketplace with the major component of total compensation, specifically annual and long-term incentives, being contingent on and variable with performance. This structure supports our pay-for-performance compensation philosophy.

Table of Contents

Elements of Executive Compensation

The key elements of our executive compensation program include base salary, short-term incentives, long-term incentives, retirement benefits, perquisites, and other benefits. We also maintain stock ownership guidelines for our executives, including our NEOs. Although decisions relative to each of these compensation elements are made separately, the Committee considers the total compensation and benefits package when making any compensation decision.

Base Salary

We pay each executive officer a competitive base salary, on a monthly basis, for services rendered during the year. Base salaries for executive officers, including our NEOs, are typically reviewed and adjusted based on evaluating (i) the responsibilities of their positions, (ii) the competitive marketplace data and (iii) the performance of each executive during the fiscal year.

Summary of the Executive Salary Planning Approval Process

The head of each business unit reviews competitive salary market data relevant to his or her direct and indirect reports.

The head of each business unit provides salary recommendations for his or her direct and indirect reports.

The CEO reviews and approves and/or adjusts all of these salary recommendations.

The Committee reviews the salary for the CEO and reviews and approves the CEO's salary recommendations for all Section 16 Officers. The CEO does not recommend nor is he involved in decisions regarding his own compensation.

The Committee then recommends and the independent members of the Board approve or adjust the salary recommendation for the CEO. As described in greater detail below, we have a detailed procedure in place for reviewing the performance of the CEO and determining the annual salary of the CEO.

Due to the economic environment, and consistent with fiscal 2009, traditional base salary performance increases to executives, including NEOs, did not occur for fiscal year 2010. After a two year freeze on performance-based salary increases, this type of salary change was reinstated in fiscal year 2011.

CEO Performance Evaluation

Each year, typically in December, the Committee and the independent members of the Board evaluate the CEO's performance for the prior fiscal year. This review is based on the CEO's achievement of goals set for the start of that year. The CEO presents this information solely to the independent members of the Board, who then discuss it in executive session. The CEO is not present during this discussion. The independent members' evaluation of the CEO's performance then forms the basis for the decision on the CEO award under our AI Plan which is described below, for the prior fiscal year and base salary for the new fiscal year. The chair of the Committee then informs the CEO of the compensation decisions and the performance evaluation on which those decisions were based.

In December 2009, the independent members of the Board discussed and evaluated Mr. Ustian's accomplishments as CEO. These accomplishments included his foresight in creating the military business and providing continuing leadership to make it sustainable; his work in bringing an end to a

Table of Contents

protracted dispute with one of the Company's suppliers in a manner that set the stage for the formation of a significant new partnership with that supplier; his leadership in navigating the Company through the loss of a significant customer and setting the stage for the Company's engine business to be successful; the many actions he has taken and continues to take to develop a business model that provides profitability at the bottom of the business cycle; and his leadership in making strategic acquisitions to position the Company for future successes. Based on this evaluation, the independent members of the Board recommended and approved an award in the amount of \$1,946,000 in recognition of Mr. Ustian's achievements.

In December 2010, the independent members of the Board approved a base salary increase for Mr. Ustian from \$1,180,000 to \$1,250,000. Mr. Ustian's base salary was last increased in December 2007. This action followed the Committee's earlier approval of base salary increases for other executives, including NEOs, for fiscal year 2011. In this regard, the Committee determined that there will be performance increases in general to the base salary for executives, including NEOs, in fiscal year 2011. Also, in December 2010, the independent members of the Board approved a fiscal year 2010 AI Plan award (AI award) at the Distinguished level for Mr. Ustian based upon both the Company's successful financial results and his strong performance in fiscal year 2010 as a result of his achievements within our three strategic pillars of great products, competitive costs and profitable growth. As discussed in the Annual Incentive section below, the Company's fiscal year 2010 Consolidated Normalized Earnings Per Share (EPS) was \$3.05, which is 146% of Target, slightly below the Distinguished level of performance (150% of Target). Excluding a one-time charge for costs associated with the fourth quarter settlement of a new labor agreement, EPS would have been \$3.19 (155% of Target), which is higher than the Distinguished level of performance of \$3.12 EPS.

Annual Incentive

AI Plan Redesign

Historically, the profitability of our business has been heavily influenced by the cycle of North American truck sales. Consolidated financial goals for AI had in the past been based on return on pro forma equity (ROE). A benchmark of 16.5% ROE had been used to target performance on average over the range of the business cycle (which is represented by forecasted truck industry volume). This truck industry volume measure is re-evaluated annually due to cyclical fluctuations. The amount of income required to earn AI was calculated using this ROE target and then converted to an EPS goal.

The Committee engaged Exequity to work in tandem with the Committee and management on an AI plan redesign project in fiscal year 2009 and into fiscal year 2010 with final Committee approval provided in December 2009.

In redesigning the plan for fiscal year 2010, we considered the following qualitative and quantitative factors: (i) financial metrics, (ii) market expectations for Company performance, (iii) management and Board expectations for Company performance, (iv) the changing nature of our business, (v) how best to prepare the business to be successful in the future, (vi) how the organization works together, and (vii) the fact that our business units are highly dependent on each other.

During this redesign process, we reaffirmed that our overall goals should still be based upon truck industry volume as the demand for our products is closely tied to this metric. However, while ROE and industry volume remain the foundation of the AI calculation, EPS is our primary performance factor. Additionally, EPS is a metric that is understandable and transparent to our stockholders.

Key Features of the 2010 AI Plan:

Performance based upon EPS

Table of Contents

Growth Business Adjustment

To include the impact of new businesses or growth opportunities

Overall adjustment for business unit and individual performance

Degree of difficulty of the role / complexity of the business

Adaptability of the individual

Judgment (performance as evaluated by the CEO in conjunction with management and the Committee)

The AI plan ties into our overall strategy of great products, competitive costs and profitable growth and is intended to drive key behaviors including:

Focus on reducing the impact of cyclicity

Ensure the Company is profitable at all points of the cycle

Improve cost structure

Improve conversion rate of operating income into net income

Controlling our destiny

Reduce the impact of unforeseen events on our financial results

The AI Plan is a short-term incentive program that exists to reward, motivate and retain employees as well as align rewards with performance for the fiscal year. The AI Plan is a key element in the executive compensation package as the Company intends for a significant portion of an executive's, including the NEO's, total compensation to be performance-related. The AI Plan for fiscal year 2010 was based on attaining financial and non-financial performance goals established and approved by the Committee. The AI Plan is authorized under our stockholder approved 2004 PIP. The 2004 PIP is an omnibus plan that allows for various awards such as cash, stock options, stock appreciation rights, RSUs, PSUs, and DSUs. The AI Plan and the 2004 PIP do not currently have claw-back provisions, which, for example, would retract a prior incentive award when financial results are restated after the award was paid. Our intent is to implement a claw-back provision soon after the final SEC rules and guidelines on this topic are adopted.

The AI Plan has threshold, target, distinguished, and super-distinguished performance payout levels for the NEOs which range from 25% to 200% of target. Based upon performance, in some years, the Company may not make AI payments, but the Company also has the ability under the plan to make maximum payments at 200% of target bonus opportunity for super-distinguished performance. Consolidated financial results between performance levels are interpolated on a straight-line basis to determine payment amounts.

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The following were factors in the 2010 AI Plan:

Consolidated Financial Performance: For all of our executives, consolidated financial performance is heavily weighted in the calculation of incentive payments in order to encourage integrated execution across organizational boundaries within the Company.

Page 32

Table of Contents

We believe that it is important to encourage executives to work together for the best consolidated results rather than to focus on results at one business unit at the expense of other business units. Consolidated financial goals are based on our EPS, as determined by the Committee. The EPS goal is established based on an expected industry volume and an additional adjustment takes place to account for the sustainable revenues and margins from the Company's growth businesses.

The following table outlines the fiscal year 2010 EPS goals based upon a forecast for truck industry volume of 203,000 units and growth business revenue of \$2.0 billion.

Goal	EPS
Threshold (25% of Target)	\$.78
Target (100%)	\$ 2.34
Distinguished (150% of Target)	\$ 3.12
Super Distinguished (200% of Target)	\$ 3.90

Final fiscal year 2010 EPS was \$3.05 which is 146% of Target, slightly below the Distinguished level of financial performance at 150% of Target. Excluding a one-time charge of costs associated with the fourth quarter settlement of a new labor agreement, EPS would have been \$3.19 (155% of Target), which is higher than the Distinguished level of performance.

Business Unit and Individual Performance: The AI Plan is funded based on consolidated performance but may be adjusted based on assessment of business unit/functional group performance as well as individual performance.

The CEO in consultation with the Committee establishes goals for the Company including its major business units and/or functions. Performance relative to the goals is assessed quantitatively and qualitatively at the end of the fiscal year. A participant's award may be adjusted based on the performance of their business unit and/or functional area as well as their individual performance.

Individual performance is measured by our annual Total Performance Management (the TPM) assessment. The TPM process is a performance management tool that focuses on employee career development, goal setting, performance appraisal and evaluation. The TPM assessment reviews how well the executive performed with regard to both individual goals and defined skills and behaviors.

Generally only financial goals are applicable to awards to our NEOs except where business unit and/or individual performance is used for downward discretion. However, for fiscal year 2010, in no event will any NEO receive an award greater than their predetermined share of a pool equal to 1.75% of operation income (defined as EBIT) over \$50 million.

In conjunction with the 2010 AI factors stated above, the following are additional factors used to determine the total AI pool:

Achievement of pre-established financial and non-financial goals

Market expectations

Senior management expectations – do our accomplishments differentiate the Company in the marketplace? Have we prepared the business to be successful in the future?

Affordability

Table of Contents

The Committee reserves the right to reduce the aggregate amounts paid under the AI Plan. Generally, AI awards are not paid when consolidated results are below threshold. In any event, under no circumstances will the AI Plan provide payments when net income is negative.

The Committee has the discretion to adjust a bonus payment. In doing so, the Committee historically considers the requirements of Section 162(m) of the Internal Revenue Code. While the Committee generally intends for incentive compensation to be tax deductible, there may be instances when the Committee decides to award a non-deductible amount. The Committee did not award a non-deductible AI amount for fiscal year 2010.

Fiscal Year 2010 AI Target Award Percentages and Amount Earned

Named Executive Officer	Business Unit	Target as a % of Base Salary	Maximum NEO Payment available under our 2010 AI pool	2010 AI Amount Earned
Daniel C. Ustian	Corporate			
	/Consolidated	110%	\$2,313,675	\$1,947,000
Andrew J. Cederoth	Corporate			
	/Consolidated	75%	\$ 652,575	\$ 475,000
Deepak T. Kapur	Truck	75%	\$ 830,550	\$ 600,000
Steven K. Covey	Corporate			
	/Consolidated	65%	\$ 593,250	\$ 482,625
Phyllis E. Cochran	Parts	65%	\$ 474,600	\$ 400,000

Final NEO awards were based upon consolidated financial performance and then the Committee used downward discretion to make individual award decisions based upon their business unit or functional area as well as individual performance. For fiscal year 2010, no NEO received an award greater than their predetermined share of a pool equal to 1.75% of operation income (defined as EBIT) over \$50 million.

As previously discussed in the CEO Performance Evaluation section, Mr. Ustian's award is based upon the Distinguished level of performance. Mr. Cederoth's achievements included cost reductions, including but not limited to SG&A, post-retirement costs, and refinancing initiatives, realigning the capital structure of the finance company, in addition to leading the Company's finance transformation efforts. Mr. Cederoth's award is between the Target and Distinguished level of performance. Mr. Kapur's achievements included product launches, military contracts, maintaining market share, and preparing for global expansion in the Truck business. Mr. Kapur's award is between the Target and Distinguished level of performance. Mr. Covey's achievements included the resolution of significant legal matters including commercial and regulatory issues. Mr. Covey's award is based upon the Distinguished level of performance. Ms. Cochran's achievements include the growth and improvement of margins in the Parts business. Ms. Cochran's award is between the Target and Distinguished level of performance.

Long-Term Incentive

Traditionally, our objectives for including long-term incentives as part of our executives' total compensation package include:

Aligning executive and stockholder interests by tying compensation to share price appreciation;

Emphasizing returns to stockholders; and

Cultivating ownership.

Table of Contents

Historically, we have focused our long-term incentive plan on the use of stock options to align executives' interests with those of stockholders. To manage the allocation of stock options, the Committee used a fixed share grant approach. The fixed share guideline takes into account the long-term incentive target by position, Black-Scholes valuation methodology, and estimated stock price. This approach was used because it:

- Managed dilution;
- Provided the same number of options for similar job roles; and
- Provided a way for us to allocate stock options.

We have never backdated stock options. In addition, as set forth in the 2004 PIP, we prohibit stock option repricing. However, within the 2004 PIP, there was historically a Restoration Stock Option Program. Specifically, the Restoration Stock Option Program allowed an executive to exercise vested non-qualified stock options by presenting shares that have a total market value equal to the option exercise price times the number of options. New restoration options are then granted with an exercise price equal to the fair market value of our stock at that time in an amount equal to the number of mature shares that were used to exercise the original option, plus the number of shares that were withheld for the required tax liability. The restoration stock options have a term equal to the remaining term of the original option, generally become exercisable six months after the date of grant, and otherwise have the same general terms and conditions of other non-qualified stock options granted under the Company's stock plans. In December 2008, the Committee approved the elimination of the Restoration Stock Option Program under the 2004 PIP in connection with future long-term incentive grants, beginning with the grants made in December 2008.

In December 2009, a fiscal year 2010 long-term incentive grant under the 2004 PIP was approved for eligible plan participants. The NEOs received a grant mix of 67% stock options and 33% RSUs. We also introduced cash-settled RSUs to certain eligible participants. Awards vest ratably over a three year period.

Long-Term Incentive Competitive Review

The Committee engaged Exequity to work together with the Committee and management to review the competitiveness of our LTI plan. The Committee approved the 2011 plan design in October 2010 and actual awards in December 2010.

This process began with an overall review of executive compensation positioning for base salary, annual incentive and long-term incentives. We found that our overall compensation program is competitive except for the long-term incentive values for our top level executives, including our NEOs listed on the Summary Compensation Table on page 39. This determination led to our decision to design an LTI program for our top tier executives that moves them closer to the competitive market.

In order to do this, a Total Shareholder Return Plan (TSR) was added to the equity mix for select top executives, including our NEOs, to provide them with financial opportunities when there is increased stockholder value and the Company outperforms its competition. The select top executives, including NEOs, are granted a mix of 50% stock options and 50% cash-settled performance shares based upon the TSR plan.

Key features of the TSR plan:

Three year performance period compared to our peer group.

If after three years the plan pays at or above Target, the cycle ends and payments are settled in cash.

Table of Contents

If the performance is less than Target, the cycle is extended for two additional years and measured for the entire five year period. Under this extension, participants can earn up to Target less any earnings for the first three year measurement period.

Beginning and ending share prices are measured using the average price during 90 day trading periods.

TSR Performance Measurement:

TSR Percentile Ranking	TSR Payout as a % of Target
<30 th percentile	0%
30 th percentile	0%
40 th percentile	50%
50 th percentile	100% (Target)
75 th percentile	150%
90 th percentile	200%

Provides LTI values at 75th percentile or above if warranted by Company performance relative to its peers.

In December 2010, a fiscal year 2011 long-term incentive grant under the 2004 PIP was approved for eligible plan participants. The NEOs and other top executives received a grant mix of 50% stock options and 50% cash-settled performance shares based upon a TSR plan described above. All other eligible participants received a grant mix of 50% stock options and 50% cash-settled RSUs. The stock options have a seven (7) year term and both stock options and cash-settled RSUs vest ratably over a three year period.

Executive Stock Ownership Program

We feel that it is important to encourage senior executives to hold a material amount of Company Common Stock and to link their long-term economic interest directly to that of the stockholders. To achieve this goal, we established stock ownership requirements. During fiscal year 2010, our stock ownership guidelines applied to approximately 60 executives, including our NEOs, the majority of whom hold the title of vice president and above. Executives are expected to meet the ownership level for their position within five years of attaining that position. The ownership requirements range from 75% to 300% of base salary and are fixed at the number of shares that are required to be held as of the date of an executive's promotion or hire, based on the fair market value of the shares at that time.

Executive Stock Ownership as of October 31, 2010

Named Executive Officer	Ownership Requirement as a % of Base Salary	Number of Shares Required	Number of Shares Owned
Daniel C. Ustian	300%	60,806	141,531
Andrew J. Cederroth ⁽¹⁾	225%	29,183	24,765
Deepak T. Kapur	225%	25,568	77,401
Steven K. Covey	225%	15,666	33,237
Phyllis Cochran	225%	15,375	36,016

(1) Mr. Cederroth was promoted to CFO on September 24, 2009. The due date to fulfill his executive stock ownership requirement of 4,418 additional shares of Common Stock is September 24, 2014.

Table of Contents**Executive Benefits and Perquisites**

The following table summarizes the executive benefits and perquisites that we provide to our NEOs:

NEO	Life Insurance ⁽¹⁾	Executive Physical Program ⁽²⁾	Flexible Perquisite Program ⁽³⁾	Pension /Retirement/401(k) Plans ⁽⁴⁾					Retiree Medical Benefits ⁽⁵⁾
				RPSE	MRO	RAP	SRAP	SERP	
Daniel C. Ustian	X	X	X	X	X			X	X
Andrew J. Cederoth	X	X	X	X		X	X	X	X
Deepak T. Kapur	X	X	X			X	X	X	
Steven K. Covey	X	X	X	X	X			X	X
Phyllis E. Cochran	X	X	X	X	X			X	X

(1) Life Insurance. We provide Company-paid life insurance equal to five times base salary.

(2) Physical Exams. This program provides a Company-paid physical when an executive is first hired or promoted to an executive position. A physical is also required every two years prior to age 50 and every year after age 50. This program helps us ensure the health of our key executives.

(3) Executive Flexible Perquisites for our NEOs. We maintain a flexible perquisite program for our NEOs, which we believe is competitive and consistent with our overall compensation program, and which assists us in the attraction and retention of our executive officers. The Executive Flexible Perquisite Program provides a cash stipend to each of our NEOs, the amount of which varies by executive, based upon the executive's organization level. The purpose of the cash stipend is to provide each of our NEOs with the ability to choose the perquisite that best fits his or her professional and personal situation. This program is in lieu of providing and administering such items as car leases, tax preparation, financial planning, and home security systems. We do not require the NEOs to substantiate the expenses for which they use this stipend. The annual perquisite amount is paid prospectively in equal installments in May and November.

Annual Flexible Perquisite Fiscal Year 2010

Named Executive Officer	Annual Flexible Perquisite Payment
Daniel C. Ustian	\$ 46,000
Andrew J. Cederoth	37,000(A)
Deepak T. Kapur	37,000
Steven K. Covey	28,000
Phyllis E. Cochran	28,000

(A) Mr. Cederoth received \$38,417 in fiscal year 2010 which includes a one month retroactive payment for October 2009 based upon his eligibility for a higher perquisite allowance due to his promotion to EVP & CFO on September 24, 2009.

In certain circumstances, where a commercial flight is not available to meet a NEOs travel schedule, our NEOs and directors use chartered aircraft for business purposes only. In these situations, we believe chartered aircraft allows us to make effective use of the executive's time. After a review of the chartered flight usage in fiscal year 2010, we confirmed the use was for business purposes only. A spouse may accompany an NEO while he or she is traveling on Company business. Although this occurs on a limited basis, the spouse travel expense is included in taxable compensation.

Effective November 1, 2009, the Committee approved a policy statement that eliminates all tax gross-ups for perquisites and other similar benefits to Section 16 Officers, including NEOs.

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(4) Pension/Retirement/401(k) Plans

We began transitioning to defined contribution/401(k) plans as the primary retirement income program for all non-represented employees hired on or after January 1, 1996. Thus participation in our defined benefit pension plans has been limited to those hired prior to that date.

Retirement Plan for Salaried Employees (RPSE). This is our tax-qualified defined benefit pension plan for salaried employees hired prior to January 1, 1996.

Page 37

Table of Contents

Managerial Retirement Objective Plan (MRO). The MRO is our unfunded non-qualified defined benefit pension plan designed primarily to restore the benefits that executives, including our NEOs, would otherwise have received if the Internal Revenue Code limitations had not applied to the RPSE.

Retirement Accumulation Plan (RAP). This is our tax-qualified defined contribution/401(k) plan for salaried employees hired on or after January 1, 1996. Effective December 31, 2008, the Retirement Savings Plan was merged into the RAP.

Supplemental Retirement Accumulation Plan (SRAP). This is our non-qualified deferred compensation plan designed primarily to restore the contributions that participants would otherwise have received under the RAP, if the Internal Revenue Code limitations had not been in place.

Supplemental Executive Retirement Plan (SERP). This is designed as a pension supplement to attract and retain key executives. The SERP is unfunded and is not qualified for tax purposes.

Additional information on the pension/401(k) plans are provided in the Pension Benefits, Non-Qualified Defined Contribution and Other Non-Qualified Deferred Compensation sections of this proxy statement.

- (5) Retiree Medical Benefits. Non-represented employees, including our NEOs, hired on or after January 1, 1996, are not eligible for the retiree medical benefits program.

Employment Contracts and Executive Severance Arrangements

We do not have employment contracts with our NEOs as employment with each of them is at will. However, like many companies, to ensure stability and continuity of management, we provide NEOs with an ESA, which provides for severance benefits in the event of a specified termination such as an involuntary termination or a termination in connection with a change in control. Our ESAs were modified effective January 1, 2010 to be more consistent with market competitive practices. Please refer to the *Potential Payments Upon Termination or Change in Control* below for more information.

Role of Executive Officers in Compensation Decisions

The Committee makes all compensation decisions for the NEOs, excluding the CEO, whose decisions are approved by the independent members of the Board. The CEO makes recommendations to the Committee regarding the compensation for his direct reports (which includes the other NEOs) based on a review of their performance, job responsibilities, and impact to our business strategy. The CEO does not make recommendations to the Committee regarding his own compensation.

Tax and Accounting Implications

Policy on Deductibility of Compensation

Section 162(m) of the Internal Revenue Code provides that a public company generally may not deduct the amount of non-performance based compensation paid to certain executive officers that exceeds \$1 million in any one calendar year. However, this provision does not apply to performance-based compensation that satisfies certain legal requirements including income from certain stock options and certain formula driven compensation. In general, the Committee has considered the effect of the Internal Revenue Code limitation and under certain circumstances may decide to grant compensation that is outside of the limits.

Table of Contents**Non-Qualified Deferred Compensation**

The American Jobs Creation Act of 2004 changed the tax rules applicable to non-qualified deferred compensation arrangements. We are complying in good faith with the statutory provisions, which generally became effective as of January 1, 2005, and the applicable regulations. Please refer to the *Non-Qualified Deferred Compensation* table below for more information on the subject.

Accounting for Stock-Based Compensation

In November 2005, we began accounting for our equity based long-term incentive vehicles under the 2004 PIP in accordance with the guidance on share-based payments.

EXECUTIVE COMPENSATION TABLES

The table below summarizes the total compensation paid to or earned by each of our NEOs for the years ended October 31, 2010, 2009, and 2008:

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value & Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total (\$)
				(\$) ⁽¹⁾	(\$) ⁽²⁾	(\$)	(\$) ⁽³⁾	(\$) ⁽⁴⁾	
Daniel C. Ustian Chairman, President & Chief Executive Officer	2010	1,180,000	1,946,000 ⁽⁵⁾	646,567	2,670,606 ⁽⁶⁾	1,947,000	1,913,848	78,448	10,382,469
	2009	1,180,000		409,081	948,640	1,946,000	\$ 3,622,886	74,519	8,181,126
	2008	1,170,833		2,526,468		2,589,500		107,198	6,393,999
Andrew J. Cederoth Executive Vice President & Chief Financial Officer	2010	470,000		358,050	575,262	475,000	116,201	89,928	2,084,441
	2009	321,534		19,733	45,768	350,000	455,558	43,298	1,235,891
Deepak T. Kapur President, Truck Group	2010	640,000		225,464	575,262	600,000	316,393	154,673	2,511,792
	2009	640,000		142,636	330,776	\$ 500,000	1,041,363	137,070	2,791,845
	2008	640,000		880,940		\$ 900,000		103,649	2,524,589
Steven K. Covey Senior Vice President, Chief Ethics Officer & General Counsel	2010	495,000		146,049	428,873 ⁽⁷⁾	482,625	857,040	36,479	2,446,066
	2009	495,000		92,387	214,276	400,000	1,393,687	37,257	2,632,607
	2008	495,000		570,672		640,000	131,795	36,916	1,874,383
Phyllis E. Cochran President, Parts Group	2010	430,000		170,172	372,654	400,000	698,125	37,145	2,108,096

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- (1) The amounts reported in this column reflect the aggregate fair value of stock-based awards (other than stock options) granted in the year computed in accordance with FASB ASC Topic 718. These amounts are not paid to or realized by the officer. The fair values of stock-based awards are estimated using the average price of our stock on the grant date. Stock-based awards settle in Common Stock on a one-for-one basis. The grant date fair values of each individual stock based award in 2010 (including RSUs and PSUs) are set forth in the 2010 Grant of Plan-Based Awards table on page 41. Additional information about these values is included in Note 21 to our audited financial statements included in our Form 10-K for fiscal year 2010. A description of RSUs and PSUs appears in the narrative text following the 2010 Grants of Plan-Based Awards table on page 41. The amounts reported for fiscal year 2008 and fiscal year 2009 have been restated to reflect their aggregate grant date fair value for the respective years, in accordance with new SEC Rules.

Table of Contents

- (2) The amounts reported in this column reflect the aggregate fair value of stock options granted in the year computed in accordance with FASB ASC Topic 718. These amounts are not paid to or realized by the officer. Assumptions used in the calculation of these values are included in Note 21 to our audited financial statements included in our Form 10-K for fiscal year 2010. A description of stock options appears in the narrative text following the 2010 Grants of Plan-Based Awards table on page 41. The amounts for fiscal 2008 and fiscal 2009 have been restated to reflect the aggregate grant date fair value for the respective years, in accordance with new SEC rules.
- (3) This amount represents the change in the actuarial present value of the RPSE and MRO for Messrs. Ustian and Covey and Ms. Cochran. This amount also represents the change in actuarial present value of the SERP and certain interest on the SRAP for Mr. Kapur. For Mr. Cederoth the amount represents the change in actuarial present value of the RPSE and SERP as well as certain interest on the SRAP.
- (4) This includes such items as flexible perquisites cash allowances, Company-paid life insurance premiums, Company contributions to the RAP and the SRAP. The actual flexible perquisite payments are as follows: \$46,000 for Mr. Ustian; \$38,417 for Mr. Cederoth; \$37,000 for Mr. Kapur; and \$28,000 for Mr. Covey and Ms. Cochran. The Company-paid life insurance premiums are as follows: \$25,105 for Mr. Ustian; \$1,420 for Mr. Cederoth; \$16,307 for Mr. Kapur; \$8,479 for Mr. Covey; and \$7,355 for Ms. Cochran. Our contribution to the RAP was \$15,925 for Mr. Kapur. Our contribution for the SRAP was \$48,715 for Mr. Cederoth, and \$84,175 for Mr. Kapur.
- (5) This amount represents an award in recognition of Mr. Ustian's achievements, including his foresight in creating the military business and providing continuing leadership to make it sustainable; his work in bringing an end to a protracted dispute with one of the Company's suppliers in a manner that set the stage for the formation of a significant new partnership with that supplier; his leadership in navigating the Company through the loss of a significant customer and setting the stage for the Company's engine business to be successful; the many actions he has taken and continues to take to develop a business model that provides profitability at the bottom of the business cycle; and his leadership in making strategic acquisitions to position the Company for future successes.
- (6) Includes the grant date fair value of 24,578 restoration stock option awards granted on April 12, 2010 and 55,469 restoration stock option awards granted on April 14, 2010.
- (7) Includes the grant date fair value of 2,417 restoration stock option awards granted on June 18, 2010.

Table of Contents**Grants of Plan-Based Awards Table Fiscal Year 2010**

The following table provides information for each of our NEOs with respect to annual and long-term incentive award opportunities, including the range of potential payouts under non-equity incentive plans for the fiscal year ending October 31, 2010. Specifically the table presents the fiscal year 2010 grants of AI Awards, RSUs, Stock Options, Restoration Stock Options, and PSUs. All Stock Awards and Option Awards were granted under the 2004 PIP.

Name	Award Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			All Other Stock Awards: Number of Shares of	All Other Option Awards: Number of Underlying Securities	Exercise or Price Base Of Option Awards (\$/Sh) ⁽⁴⁾	Market Price on Grant Date (\$/Sh) ⁽⁴⁾	Grant Date Fair Value of Stock & Option Awards (\$) ⁽⁵⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Units ⁽²⁾	Options (#) ⁽³⁾			
Daniel C. Ustian	AI Award		324,500	1,298,000	2,596,000					
	RSU	12/15/2009				18,058				646,567
	Stock Option	12/15/2009					91,656	35.805	35.58	1,649,808
	Restoration Stock Option	4/12/2010					24,578	49.815	49.90	281,396
	Stock Option	4/14/2010					55,469	49.84	50.01	739,402
Andrew J. Cederoth	AI Award		88,125	352,500	705,000					
	RSU	12/15/2009				10,000				358,050
	Stock Option	12/15/2009					31,959	35.805	35.58	575,262
Deepak T. Kapur	AI Award		120,000	480,000	960,000					
	RSU	12/15/2009				6,297				225,464
Steven K. Covey	Stock Option	12/15/2009					31,959	35.805	35.58	575,262
	AI Award		80,438	321,750	643,500					
	RSU	12/15/2009				4,079				146,049
	Stock Option	12/15/2009					20,703	35.805	35.58	372,654
	Restoration Stock Option	6/18/2010					2,417	57.38	56.89	56,219
Phyllis E. Cochran	AI Award		69,875	279,500	559,000					
	RSU	12/15/2009				4,079				146,049
	Stock Option	12/15/2009					20,703	35.805	35.58	372,654
	PSU	1/25/2010				637				24,123

(1) These amounts represent compensation opportunity for fiscal year 2010 under the AI Plan. For additional information regarding such awards, see Compensation Discussion and Analysis – Annual Incentives – on page 31 of this proxy statement. Under the AI Plan, Threshold is 25% of Target, Target is 100% and for purposes of this table Maximum equals Super Distinguished which is 200% of Target.

(2) Restricted Stock Units

The amounts shown for RSUs represent the number of RSUs awarded to the NEOs in the fiscal year and the grant date fair value of the RSUs determined in accordance with FASB ASC Topic 718. RSUs generally vest over a three year period with 1/3 of the award vesting on each of the first three anniversaries of the date on which they are awarded, so that in three years the RSUs are 100% vested. The RSUs will be settled in shares at the time they vest.

Premium Share Units

The amounts shown for PSUs represent the number of PSUs awarded to the NEOs in the fiscal year and the grant date fair value of the PSUs determined in accordance with FASB ASC Topic 718. PSUs represent shares of Common Stock granted pursuant to our Executive Stock Ownership Program and is based on the attainment of certain stock ownership thresholds. PSUs generally vest over a three year period with 1/3 of the award vesting on each of the first three anniversaries of the date on which they are awarded, so that in three years the PSUs are 100% vested. PSUs do not have an exercise price and are settled only for shares of our Common Stock on a one-for-one basis. Settlement of PSUs will occur within 10 days after an executive's separation of employment or at such later date as required.

by Internal Revenue Code Section Rule 409A.

Table of Contents**(3) Stock Options and Restoration Stock Options**

The amounts shown for stock options and restoration stock options represent the number of stock options or restoration stock options granted to each NEO in the fiscal year and the grant date fair value of the options is determined in accordance with FASB ASC Topic 718. The stock options generally vest over a three year period with 1/3 vesting on each of the first three anniversaries of the date on which they are awarded, so that in three years the stock options are 100% vested. The stock options expire 7 years after the date of grant.

Restoration stock options are awarded in connection with an exercise of a non-qualified stock option whereby shares are used to pay the exercise price of the options (grant price times the number of options exercised) and the tax liability on the transaction. Restoration options are then granted with an exercise price equal to the then current fair market price in an amount equal to the number of shares used to pay the cost of the original option, plus the number of shares needed to cover the tax liability on the transaction. Restoration stock options vest as to 100% of the shares six months after the date of grant (or if sooner, one month before the end of the term of the underlying stock option from which it was exercised) and will expire under the terms of the underlying stock option from which it was exercised, otherwise the restoration stock options have the same general terms and conditions of non-qualified stock options the Company grants. The net shares or profit shares (the difference between the exercise price of the options and the value of the shares on the date of exercise, less withholding tax) on the restoration stock option exercise, generally cannot be transferred for a period of three years. The Restoration Stock Option Program was eliminated for all stock options granted on or after December 16, 2008.

(4) The exercise price per share is the Fair Market Value (average of high and low price) of Common Stock on the date of grant. The market price is the closing price of our Common Stock on the date of grant.

(5) The amounts shown do not reflect realized compensation by the NEOs. The amounts shown represent the value of the RSU, stock option, restoration stock option and PSU awards granted to the NEOs based on the grant date fair value of the awards as determined in accordance with FASB ASC Topic 718.

Outstanding Equity Awards at 2010 Fiscal Year-End

The following table provides information on the holdings of stock options and stock awards by our NEOs as of the fiscal year ending October 31, 2010. The table includes unexercised and unvested stock option awards; unvested PSUs and unvested RSUs. The vesting information for each grant is provided in the footnotes to this table, based on the stock option or stock award grant date. The market value of the stock awards is based on the closing price of our Common Stock as of October 29, 2010, the last trading day of the fiscal year, which was \$48.18. For additional information about the stock option awards and stock awards, see the description of long-term incentive compensation in the Compensation Discussion and Analysis on page 27 of this proxy statement.

Name	Number of Securities Underlying Unexercised Options (#) ⁽¹⁾		Option Awards				Stock Awards		Market Value of Shares or Units of Stock Held that Have Not Vested
			Grant Date	Option Exercise Price (\$)	Option Expiration Date	Market	Grant	Number of Shares or Units of Stock Held that Have Not Vested	
						Value of Unexercisable Options (\$)			
Daniel C. Ustian	7,204	Exercisable	04/16/2002	44.15000	04/17/2012		9/18/2008	22,800	1,098,504
	2,873	Unexercisable	12/10/2002	26.38500	12/10/2012		12/16/2008	12,038	579,991
	92,049		12/10/2002	26.38500	12/11/2012		12/15/2009	17,625	849,173
	13,978		12/10/2002	26.38500	12/11/2012				
	58,100		02/19/2003	23.96500	02/20/2013				
	2,895		12/09/2003	42.88500	12/09/2013				
	133,905		12/09/2003	42.88500	12/10/2013				
	136,800		12/14/2004	40.91500	12/14/2014				
	136,800		10/18/2005	26.15000	10/18/2015				

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30,552	61,104	12/16/2008	22.65500	12/16/2018	1,559,680		
	91,656	12/15/2009	35.80500	12/15/2016	1,134,243		
3,076		04/12/2010	49.81500	12/12/2010			
21,502		04/12/2010	49.81500	12/13/2010			
53,221		04/14/2010	49.84000	12/12/2011			
2,248		04/14/2010	49.84000	12/11/2011			
Total:	695,203	152,760			2,693,923	52,463	2,527,668

Table of Contents

Name	Number of Securities Underlying Unexercised Options (#) ⁽¹⁾		Option Awards				Stock Awards		Market Value of Shares
	Exercisable	Unexercisable	Grant Date	Option Exercise Price (\$)	Option Expiration Date	Market Value of Unexercisable Options (\$)	Grant Date	Number of Shares or Units of Stock Held that Have Not Vested	or Units of Stock Held that Have Not Vested
Andrew J. Cederoth	2,464		12/10/2002	26.38500	12/10/2012		09/18/2008	1,550	74,679
	6,736		12/10/2002	26.38500	12/11/2012		12/16/2008	580	27,944
	3,209		12/09/2003	42.88500	12/09/2013		12/15/2009	10,000	481,800
	3,391		12/09/2003	42.88500	12/10/2013				
	6,600		12/14/2004	40.91500	12/14/2014				
	6,600		10/18/2005	26.15000	10/18/2015				
	1,474	2,948	12/16/2008	22.65500	12/16/2018	75,248			
		31,959	12/15/2009	35.80500	12/15/2016	395,493			
Total:	30,474	34,907				470,741		12,130	584,423
Deepak T. Kapur	12,233		09/02/2003	44.66000	09/03/2013		9/18/2008	7,950	383,031
	6,993		12/09/2003	42.88500	12/09/2013		12/16/2008	4,197	202,211
	40,707		12/09/2003	42.88500	12/10/2013		12/15/2009	6,297	303,389
	47,700		12/14/2004	40.91500	12/14/2014				
	10,653	21,306	12/16/2008	22.65500	12/16/2018	543,836			
		31,959	12/15/2009	35.80500	12/15/2016	395,493			
Total:	118,286	53,265				939,329		18,444	888,631
Steven K. Covey	2,218		12/09/2003	42.88500	12/09/2013		9/18/2008	5,150	248,127
	282		12/09/2003	42.88500	12/10/2013		12/16/2008	2,718	130,953
	30,900		12/14/2004	40.91500	12/14/2014		12/15/2009	3,995	192,479
	30,900		10/18/2005	26.15000	10/18/2015				
	6,901	13,802	12/16/2008	22.65500	12/16/2018	352,296			
		20,703	12/15/2009	35.80500	12/15/2016	256,200			
		1,847	06/18/2010	57.38000	12/10/2012				
		570	06/18/2010	57.38000	12/11/2012				
Total:	71,201	36,922				608,496		11,863	571,559
Phyllis E. Cochran	3,982		12/11/2001	38.20000	12/11/2011		09/18/2008	5,150	248,127
	3,218		12/11/2001	38.20000	12/12/2011		12/16/2008	2,718	130,953
	3,188		12/10/2002	26.38500	12/10/2012		12/15/2009	4,079	196,526
	8,679		12/10/2002	26.38500	12/11/2012		01/25/2010	637	30,691
	2,895		12/09/2003	42.88500	12/09/2013				
	7,505		12/09/2003	42.88500	12/10/2013				
	30,900		12/14/2004	40.91500	12/14/2014				
	30,900		10/18/2005	26.15000	10/18/2015				
	6,901	13,802	12/16/2008	22.65500	12/16/2018	352,296			
	0	20,703	12/15/2009	35.80500	12/15/2016	256,200			
Total:	98,168	34,505				608,496		12,584	606,297

(1) All options, other than restoration options, became or will become exercisable under the following schedule: one-third on each of the first three anniversaries of the date of grant. In the event an optionee exercises a non-qualified option with already-owned shares, he or she may be eligible to receive restoration options, if at the time of exercise an election was made to restore the exercised options. Restoration options contain the same expiration dates and other terms as the options they replace except that they have an exercise price per share equal to the fair market value of the common stock on the date the restoration option is granted and become exercisable in full six months after they are granted or, if sooner, one month before the end of the remaining term of the options they replace.

Table of Contents

(2) The RSUs granted on September 18, 2008, become exercisable under the following schedule: 25% on each of the first two anniversaries of the date of grant and 50% on the third anniversary of the date of grant. The RSUs granted on December 16, 2008 and December 15, 2009 and all PSUs become exercisable under the following schedule: 1/3rd on each of the first three anniversaries of the date of grant.

(3) The vesting dates of outstanding unexercisable stock options, RSUs and unvested PSUs at October 31, 2010 are listed below:

Name	Type of Award	Grant Date	Number of Unexercised or Unvested Shares Remaining from Original Grant	Number of Shares Vesting	Number of Shares Vesting	Number of Shares Vesting	Number of Shares Vesting and Vesting Date in 2013
				and Vesting Date in 2010	and Vesting Date in 2011	and Vesting Date in 2012	
Daniel C. Ustian	RSUs	9/18/2008	22,800		22,800 on 09/18/2011		
	RSUs	12/16/2008	12,038	6,019 on 12/16/2010	6,019 on 12/16/2011		
	RSUs	12/15/2009	17,625	5,587 on 12/15/2010	6,019 on 12/15/2011	6,019 on 12/15/2012	
	Options	12/16/2008	61,104	30,552 on 12/16/2010	30,552 on 12/16/2011		
	Options	12/15/2009	91,656	30,552 on 12/15/2010	30,552 on 12/15/2011	30,552 on 12/15/2012	
Andrew J. Cederroth	RSUs	9/18/2008	1,550		1,550 on 9/18/2011		
	RSUs	12/16/2008	580	290 on 12/16/2010	290 on 12/16/2011		
	RSUs	12/15/2009	10,000	3,334 on 12/15/2010	3,333 on 12/15/2011	3,333 on 12/15/2012	
	Options	12/16/2008	2,948	1,474 on 12/16/2010	1,474 on 12/16/2011		
	Options	12/15/2009	31,959	10,653 on 12/15/2010	10,653 on 12/15/2011	10,653 on 12/15/2012	
Deepak T. Kapur	RSUs	9/18/2008	7,950		7,950 on 09/18/2011		
		12/16/2008	4,197	2,098 on 12/16/2010	2,099 on 12/16/2011		
		12/15/2009	6,297	2,099 on 12/15/2010	2,099 on 12/15/2011	2,099 on 12/15/2012	
	Options	12/16/2008	21,306	10,653 on 12/16/2010	10,653 on 12/16/2011		
	Options	12/15/2009	31,959	10,653 on 12/15/2010	10,653 on 12/15/2011	10,653 on 12/15/2012	
Steven K. Covey	RSUs	9/18/2008	5,150		5,150 on 09/18/2011		
		12/16/2008	2,718	1,359 on 12/16/2010	1,359 on 12/16/2011		
	RSUs	12/15/2009	3,995	1,276 on 12/15/2010	1,359 on 12/15/2011	1,360 on 12/15/2012	
	Options	12/16/2008	13,802	6,901 on 12/16/2010	6,901 on 12/16/2011		
	Options	12/15/2009	20,703	6,901 on 12/15/2010	6,901 on 12/15/2011	6,901 on 12/15/2012	
	Options	6/18/2010	1,847				

			1,847 on 12/18/2010
Options	6/18/2010	570	570 on 12/18/2010

Table of Contents

Name	Type of Award	Grant Date	Number of Unexercised or Unvested Shares Remaining from Original Grant	Number of Shares Vesting	Number of Shares Vesting	Number of Shares Vesting	Number of Shares Vesting and Vesting Date in 2013
				and Vesting Date in 2010	and Vesting Date in 2011	and Vesting Date in 2012	
Phyllis E. Cochran	RSUs	9/18/2008	5,150		5,150 on 09/18/2011		
	RSUs	12/16/2008	2,718	1,359 on 12/16/2010	1,359 on 12/16/2011		
	RSUs	12/15/2009	4,079	1,360 on 12/15/2010	1,359 on 12/15/2011	1,360 on 12/15/2012	
	Options	12/16/2008	13,802	6,901 on 12/16/2010	6,901 on 12/16/2011		
	Options	12/15/2009	20,703	6,901 on 12/15/2010	6,901 on 12/15/2011	6,901 on 12/15/2012	
	PSUs	1/25/2010	637			212 on 1/25/2011	212 on 1/25/2012

Option Exercises and Stock Vested Table

The following table provides information for our NEOs on stock option exercises during the fiscal year ending October 31, 2010, including the number of shares acquired upon exercise and the value realized and the number of shares acquired upon the vesting of RSUs and PSUs and the value realized by the executive before payment of any applicable withholding tax and broker commissions based on the fair market value (or market price) of our stock on the date of exercise or vesting, as applicable.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) ⁽¹⁾	Value Realized Upon Exercise (\$)	Number of Shares Acquired on Vesting (#) ⁽²⁾	Value Realized Upon Vesting (\$)
Daniel C. Ustian	102,266	\$ 1,829,003	17,486	\$ 694,323
Andrew J. Cederoth	9,603	140,771	1,066	42,823
Deepak T. Kapur	47,700	1,137,645	6,074	241,251
Steven K. Covey	7,200	140,568	3,936	156,342
Phyllis E. Cochran	4,745	100,624	3,852	153,334

(1) Amounts in this column include restoration stock option exercises completed by Mr. Ustian and Mr. Covey. See the table below for additional information on the restoration exercises. For additional information on the Restoration Stock Option Program see footnote 3 under the Grant of Plan-Based Awards table on page 41.

Restoration Stock Option Exercises

Name	Grant Date	Options Exercised	Exercise Price	Value Realized	Restoration Options Granted	Vest				
						Grant Date	Exercise Price	Date	Expiration Date	Profit Shares
Daniel C. Ustian	12/12/2000	4,713	\$ 21.22	\$ 134,768	3,076	4/12/2010	\$ 49.815	10/12/2010	12/12/2010	1,637
	12/12/2000	4,333	21.22	123,902	2,828	4/12/2010	49.815	10/12/2010	12/13/2010	1,505

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	12/12/2000	28,620	21.22	818,389	18,674	4/12/2010	49.815	10/12/2010	12/13/2010	9,946
	12/11/2001	10,576	38.20	123,105	9,082	4/14/2010	49.84	10/14/2010	12/12/2011	1,494
	12/11/2001	2,617	38.20	30,462	2,248	4/14/2010	49.84	10/14/2010	12/11/2011	369
	12/11/2001	51,407	38.20	598,377	44,139	4/14/2010	49.84	10/14/2010	12/12/2011	7,268
Steven K. Covey	12/10/2002	2,982	26.385	92,427	1,847	6/18/2010	57.38	12/18/2010	12/10/2012	1,135
	12/10/2002	918	26.385	28,453	570	6/18/2010	57.38	12/18/2010	12/11/2012	348

Table of Contents

- (2) Amounts in this column include RSUs that vested and/or were surrendered to the Company in satisfaction of tax withholdings due upon receipt of RSUs that vested on December 16, 2009 and September 18, 2010. The market price of our stock on December 16, 2009 was \$35.635 and the market price of our stock on September 18, 2010 was \$41.875 (the 18th was on a Saturday so we used the average of the high/low on the previous business day to calculate the market price). Under the terms of the award agreement from which they were granted, actual delivery of the RSUs that vested on September 18, 2010, is being deferred until September 18, 2011. Below is information on the number of RSUs that vested in 2010 that have a deferral feature.

Name	RSUs Vesting	Value of RSUs Vesting	Deferral Date
Daniel C. Ustian	11,400	\$ 477,375	09/18/2011
Andrew J. Cederoth	775	32,453	09/18/2011
Deepak T. Kapur	3,975	166,453	09/18/2011
Steven K. Covey	2,575	107,828	09/18/2011
Phyllis E. Cochran	2,575	107,828	09/18/2011

Amounts in this column also include RSUs that were surrendered to the Company by Mr. Ustian, and Mr. Covey in satisfaction of employment tax withholdings due upon receipt of RSUs that were awarded to each of them on December 15, 2009. The employment tax withholdings were a result of Mr. Ustian and Mr. Covey having attained retirement eligibility status under the stock plan from which the RSUs were granted. The market price of our stock on the date the shares were surrendered was \$35.805.

Pension Benefits Fiscal Year 2010

The amounts reported in the table below equal the present value of the accumulated benefit at October 31, 2010, for the NEOs under each plan based on the assumptions described below the table:

Pension Benefits Table

Named Executive Officers	Plan	Number of Years of Credited Service (#)	Present Value of Accumulated Benefits (\$) ⁽¹⁾	Payments During Last Fiscal Year
Daniel C. Ustian	RPSE	37.7	\$ 1,318,084	\$ 0
	MRO	37.7	\$ 9,072,248	\$ 0
	SERP	37.7	\$ 0	\$ 0
Andrew J. Cederoth	RPSE	14.6	\$ 270,512	\$ 0
	SERP	20.6	\$ 207,962	\$ 0
Deepak T. Kapur	SERP	7.4	\$ 2,355,275	\$ 0
Steven K. Covey	RPSE	29.5	\$ 1,252,045	\$ 0
	MRO	29.5	\$ 2,327,237	\$ 0
	SERP	29.5	\$ 0	\$ 0
Phyllis E. Cochran	RPSE	31.7	\$ 1,327,628	\$ 0
	MRO	31.7	\$ 2,167,080	\$ 0
	SERP	31.7	\$ 0	\$ 0

- (1) Unless otherwise noted, all present values reflect benefits payable at the earliest retirement date when the pension benefits are unreduced. Also unless otherwise noted, form of payment, discount rate (4.9%) and mortality (RP-2000 Combined Mortality Table projected at 50% of scale AA) is based on assumptions from the guidance on accounting for pensions. Additionally, SERP benefits have only been offset by benefits under Navistar sponsored retirement programs. At actual retirement these benefits will also be offset by benefits accumulated under programs for employment prior to Navistar, Inc.

Table of Contents

Historically, we have provided our employees with retirement income programs since 1908. Over the years the programs have changed for various reasons. Effective January 1, 1996, we began transitioning from defined benefit retirement income programs to defined contribution retirement income programs as the primary vehicle to deliver those benefits.

Employees hired before that date participate in defined benefit pension plans and those hired on or after that date participate in defined contribution plans. We also provide non-tax-qualified benefit restoration programs that provide benefits or contributions that are in addition to those provided under our tax-qualified programs. The following briefly describes the various programs.

Navistar, Inc. Retirement Plan for Salaried Employees. The RPSE is a funded and tax-qualified defined benefit retirement program. The plan provides benefits primarily based on a formula that takes into account the employee's years of service, final average earnings and a percentage of final average earnings per year of service (accrual rates). The table below summarizes the benefit accrual rates under the RPSE.

RPSE Benefit as Percent of Final Average Pay

	Prior to 1989	After 1988	Maximum
Rate of Benefit Accrual per Year of Service	2.4%	1.7%	60%

The eligible earnings are averaged over the highest 60 consecutive months within the final 120 consecutive months prior to retirement. Eligible earnings include base compensation and specifically exclude AI Plan compensation. Thus any increase in AI payments will not increase benefits under the RPSE. Such compensation may not exceed an IRS-prescribed statutory limit applicable to tax-qualified plans (\$245,000 for fiscal year 2010).

The resulting benefit which may commence at age 62 is offset by a percentage of estimated or actual Social Security benefits. The percentage offset is equal to 1.7% for each year of service with a maximum offset equal to 60% of Social Security benefits.

The RPSE is available only to employees who were hired prior to January 1, 1996 and thus is closed to new participants. Additionally, effective January 1, 2005, service has been limited to the service accrued as of December 31, 2004, for the employees who were hired prior to January 1, 2005 and were under age 45 as of January 1, 2005.

Benefits under the RPSE are subject to the limitations imposed under Section 415 of the Internal Revenue Code. The Section 415 limit for fiscal year 2010 is \$195,000 per year for a single life annuity payable at an Internal Revenue Service prescribed retirement age. This ceiling may be actuarially adjusted in accordance with IRS rules for items such as employee contributions, other forms of distributions and different starting dates.

Of the NEOs, Messrs. Ustian, and Covey and Ms. Cochran participate in the RPSE. Mr. Cederroth also participates in the RPSE but his service is limited to the service accrued as of December 31, 2004.

Navistar, Inc. Managerial Retirement Objective Plan. We offer the MRO to approximately 300 eligible managers and executives. The MRO provides for retirement benefits that are either not covered by or that are above those provided under our RPSE. The MRO is unfunded and is not qualified for tax purposes.

Table of Contents

Benefits payable under the MRO are equal to the excess of (i) the amount that would be payable in accordance with the terms of the RPSE, disregarding the limitations imposed under the Internal Revenue Code over (ii) the retirement benefit actually payable under the RPSE, taking such Internal Revenue Code limitations into account. Benefits under the MRO are generally payable at the same time and in the same manner as the RPSE, other than if a delay is required under Internal Revenue Code Section 409A.

A pro-rated portion of AI Plan payments is included in the definition of eligible compensation and the amount included is also subject to a cap determined as a percentage of the executive's annualized base salary. The pro-rated portion and the cap depend on the executive's organizational level in the Company.

An executive must have been hired by us prior to January 1, 1996 to be eligible to participate in the MRO. Executives who were under age 45 as of December 31, 2004 no longer participate in the MRO. Instead, they now participate in the SRAP, which is described below. Normal retirement under the MRO is age 65 with at least 5 years of service while an executive may retire early with reduced benefits after having worked 10 years and is at least age 55 at retirement.

Of the NEOs, Messrs. Ustian, and Covey and Ms. Cochran participate in the MRO.

Navistar, Inc. Supplemental Executive Retirement Plan. The SERP is designed as a pension supplement to attract and retain key executives. Executives in organizational Levels 9 and above are eligible to participate in the SERP upon attainment of age 55 or upon their date of hire if later.

The SERP is unfunded and is not qualified for tax purposes. An eligible executive's benefit under the SERP is equal to a percentage of his or her final average compensation. The final average compensation is computed similarly to that in the MRO plan. The following table summarizes the determination of the total percentage of final average compensation, which is the sum of the accrual rates described below.

	Up to Age 55	On or After Age 55
Each Year of Age	1/2%	1%
Each Year of Service	1/2%	1%

In no event shall the total percentage be greater than 50%.

That resulting benefit is offset by 50% of the executive's Social Security benefit, and any defined benefit pension plan (qualified or non-qualified) of the Company or any prior employer. The benefit is also offset by the actuarial equivalent of any of our defined contribution pension plans (qualified or non-qualified) or that of any prior employer that is funded by the employer's contributions and is an integral part of the employer's retirement program. Normal retirement age is 65 and the program allows for an earlier commencement of payments.

All of the NEOs are eligible to participate in the SERP. However, because the 50% of final average earnings limit is lower than the target benefit provided under the MRO, generally no MRO participant will receive a benefit from the SERP.

Other Retirement Income Programs. We also sponsor the Navistar, Inc. 401(k) Plan for Represented Employees and the Navistar, Inc. Retirement Accumulation Plan. All employees are allowed to defer a portion of their compensation in to the RAP up to the Internal Revenue Code limitations. Employees that do not receive any additional service accruals under RPSE receive

Table of Contents

non-elective employer retirement contributions. Additionally, employees that do not participate in our retiree medical plan receive matching contributions. For those executives whose employer contributions would be limited by the Internal Revenue Code, the Navistar, Inc. SRAP provides for contributions in excess of the Internal Revenue Code limitations. This plan is described in more detail within *Non-Qualified Deferred Compensation* section of this proxy statement.

Of the NEOs, Messrs. Cederoth and Kapur received non-elective age-weighted contributions in the RAP and also participate in the SRAP.

We do not have a policy for granting extra pension service.

The tax-qualified plans were amended during fiscal year 2009 and fiscal year 2010 for IRS requirements to maintain their tax-qualified status.

Non-Qualified Deferred Compensation Plans

The table below provides information on the non-qualified deferred compensation that our NEOs participated in during the fiscal year ending October 31, 2010.

Non-Qualified Deferred Compensation Table

Named Executive Officers ⁽¹⁾	Executive Contributions in Last Fiscal Year	Company Contributions in Last Fiscal Year ⁽¹⁾	Aggregate Earnings In Last Fiscal Year ⁽²⁾	Aggregate Balance As of Last Fiscal Year End ⁽³⁾
Daniel C. Ustian	N/A		\$ 448,051	\$ 1,445,930
Andrew J. Cederoth	N/A	\$ 49,114	\$ 84,594	\$ 371,674
Deepak T. Kapur	N/A	\$ 84,175	\$ 112,047	\$ 636,205
Steven K. Covey	N/A		\$ 36,111	\$ 115,680
Phyllis E. Cochran	N/A	\$ 30,546	\$ 38,391	\$ 153,212

(1) Our contributions represent the sum of any notional contribution credits to the SRAP during the year and the value, based on our Common Stock share price at year end, of the PSUs granted during that fiscal year.

(2) Aggregate Earnings represent the notional interest credited during the year for participants in the SRAP, if applicable, plus the change in value from the beginning of the year to the end of the year in the PSUs and/or DSUs held by each NEO. For the SRAP, Aggregate Earnings in Last Fiscal Year is the interest credited to each NEO from the beginning of the fiscal year until the end of the fiscal year at a 7.5% interest crediting rate. Aggregate Earnings in Last Fiscal Year for purposes of the PSU is the aggregate change in value of the PSUs held during the year.

(3) The Aggregate Balance as of Last Fiscal Year End consists of the sum of each NEO's notional account balance in the SRAP at the end of the year and the value at year end of the outstanding PSUs and/or DSUs.

We sponsor the following non-qualified deferred compensation programs.

Navistar, Inc. Supplemental Retirement Accumulation Plan. The SRAP provides executives, including our NEOs, with contributions equal to the amount by which their annualized non-elective age-weighted contributions to the RAP are limited by the Internal Revenue Code. The SRAP is unfunded and is not qualified for tax purposes.

A bookkeeping account balance is established for each participant. The account balance is credited with notional contributions and notional interest. The SRAP does not permit any executives to electively defer any of their base compensation or bonuses. Any increase in AI payments will increase contributions to the SRAP.

Table of Contents

The interest crediting rate is 7.5% per annum compounded on a daily basis. This is the rate used to design the SRAP as a comparable replacement for the MRO. The interest crediting rate constitutes an above-market interest rate under the Internal Revenue Code.

An executive is eligible for the SRAP if the executive is employed in Organization Level 7 or above unless the executive was hired prior to January 1, 1996 and is eligible for the MRO plan.

Executives who were hired prior to January 1, 1996 and who subsequently ceased participation in the MRO now participate in the SRAP. These individuals received an adjustment to their notional contributions. The adjustment is a Points Multiplier designed to provide them with value from the SRAP comparable to what they would have received had they continued to participate in the MRO until they reached age 62.

At retirement, each participant may elect to receive the bookkeeping account balance by either or some combination of (1) a lump-sum payment or (2) annual installments over a period of 2 to 20 years. The NEOs cannot withdraw any amounts from their bookkeeping account balances until they either retire or otherwise terminate employment with us. Of the NEOs, no withdrawals or distributions were made in fiscal year 2010.

Of the NEOs, Messrs. Cederoth and Kapur participate in the SRAP.

Premium Share Units. In general, our Executive Stock Ownership Program requires all of our executives, including our NEOs, to acquire, by direct purchase or through salary or annual bonus reduction, an ownership interest in Navistar by acquiring a designated amount of our Common Stock at specified times. Participants are required to hold such stock for the entire period in which they are employed by us. PSUs may be awarded under the 2004 PIP to participants who complete their ownership requirement on an accelerated basis. PSUs vest in equal installments on each of the first three anniversaries of the date on which they are awarded. Each vested PSU will be settled by delivery of one share of Common Stock. Such settlement will occur within 10 days after a participant's termination of employment or at such later date as required by Internal Revenue Code Section Rule 409A.

All of the NEOs participate in the Executive Stock Ownership Program and are eligible to acquire PSUs.

Deferred Share Units. Under the Restoration Stock Option Program, participants generally may exercise vested options by presenting shares that have a total market value equal to the applicable option exercise price times the number of options. Restoration options are then granted with an exercise price equal to the then current fair market price in an amount equal to the number of shares held by the option holder for at least six months that were presented to exercise the original option, plus the number of shares that are withheld for the required tax liability. Participants who hold non-qualified stock options that were vested prior to December 31, 2004 may also defer the receipt of shares of our Common Stock that would have been acquired upon exercise of a restoration stock option exercise of these options. Participants who elect to defer receipt of these shares receive DSUs. DSUs are awarded under the 2004 PIP. DSUs are credited into the participant's account at the then current market price. The DSUs are generally distributed to the participant in the form of our Common Stock at the date specified by the participant at the time of his or her election to defer. During the deferral period, the participants will have no right to vote the stock, to receive any dividend declared on the stock, and no other right as a stockholder. In December 2008, we eliminated the Restoration Stock Option Program for future stock options under the 2004 PIP.

Table of Contents

Potential Payments Upon Termination or Change-in-Control

The amount of compensation payable to each of the NEOs upon voluntary termination, involuntary termination for or not for cause, involuntary termination in the event of a change in control, death, disability or retirement are shown in the tables below. The amounts shown assume that such termination were effective October 31, 2010, are based on the terms of the applicable plans and agreements that were in effect on October 31, 2010, and are estimates of the amounts which would be paid out to the executives upon their termination. The actual amounts of payments and benefits can only be determined at the time the relevant termination event occurs.

To assure stability and continuity of management, we entered into ESAs with each of our NEOs.

Executive Severance Agreements

In fiscal year 2009, the Committee engaged Exequity to work with management and outside counsel on redesigning our ESAs to align with market best practices and ensure regulatory compliance. The amended ESAs were effective January 1, 2010. The following summarizes some of the key changes:

In the event of a Change in Control (CIC), Internal Revenue Code 280G excise tax gross-ups were eliminated.

The executives, including NEOs, are required to sign a waiver and release agreement upon execution of the amended ESA and an additional waiver and release at the time of termination.

The imposition of a cap on legal fees and costs reimbursed for certain executives enforcement of the ESA.

Severance reduced for certain executives, excluding the NEOs, for a termination related to a CIC.

Reduction to the supplemental pension benefit in the event of termination related to a CIC.

General severance for the CEO increased from 200% to 300% of base salary plus target bonus.

Upon a general separation, not related to a CIC, the pro-rata annual target bonus portion of the severance formula is no longer based upon target and paid at the time of separation payments, but is now based upon actual results and will only be paid if and at the same time that the Company pays AI awards to active employees.

Healthcare coverage has been extended so that the executives have the opportunity to purchase an additional 12 months of coverage at the cost of coverage rate, for a total of 24 months of available coverage.

In consideration of the payments that the executive may be entitled to receive under the ESA, certain executives, including the NEOs, agree to comply with restrictive covenants, such as confidentiality, non-disparagement, non-compete, and non-solicit are enforced during employment and for 24 months following any termination.

Table of Contents

Summary of the Circumstances, Rights and Obligations Attendant to Each Type of Termination

Voluntary and Involuntary (For Cause) Termination: A NEO may terminate his or her employment at any time and we may terminate a NEO at any time pursuant to our at will employment arrangements with our NEOs. We are not obligated to provide the executive with any additional or special compensation or benefits upon a voluntary termination by the executive or involuntary (for cause) termination by us. All compensation, bonuses, benefits, and perquisites cease upon a voluntary termination by the executive or involuntary (for cause) termination by us. In general, in the event of either such termination, a NEO would:

Be paid the value of unused vacation;

Not be eligible for an annual incentive payment if the termination occurred prior to fiscal year end or if the termination occurred after fiscal year end and prior to the payment date;

Be able to exercise vested stock options for three months or twelve months depending on the date of grant, following a voluntary termination;

Forfeit any unvested stock options; and

Forfeit any unvested restricted stock and RSUs.

As defined in the ESA, Cause generally means the reason for the executive's involuntary termination of employment was (I) willful misconduct involving an offense of a serious nature that is demonstrably and materially injurious to the Company, monetarily or otherwise, (II) conviction of, or entry of a plea of guilty or nolo contendere to, a felony as defined by the laws of the United States of America or by the laws of the State or other jurisdiction in which the executive is so convicted, or (III) continued failure to substantially perform required duties for the Company (other than a failure due to physical or mental disability). For purposes of determining whether Cause exists, no act, or failure to act, on the executive's part will be deemed willful unless done, or omitted to be done, by the executive not in good faith and without reasonable belief that the executive's act, or failure to act, was in the best interest of the Company.

The NEOs would not receive any cash severance in the event of either a voluntary or involuntary (for cause) termination of employment.

Retirement and Early Retirement: If a NEO terminates employment due to retirement, then the officer would generally be eligible to receive:

The value of unused vacation;

Monthly income from any defined benefit pension plans, both tax-qualified and non-tax-qualified, that the executive participated in solely to the extent provided under the terms of such plans; and

Lump sum distributions from any defined contribution plans, both tax-qualified and non-tax-qualified, that the executive participated in solely to the extent provided under the terms of such plans.

Retirement and early retirement are defined in the respective plans in which the executive participates. In addition, if an executive meets the qualified retirement definition under the 2004 PIP and holds outstanding stock options, he or she may exercise those stock options to the extent

that those stock options are exercisable or become exercisable in accordance with their terms, at

Table of Contents

any time during the term of the option grant. If he or she holds restricted stock or RSUs, they will continue to vest according to the terms of the restricted stock grant. If he or she holds PSUs, vesting accelerates and the shares are issued after retirement.

Involuntary Not-For-Cause Termination or Good Reason Termination: If the employment of a NEO is terminated due to either an involuntary termination by us without Cause or a Good Reason (as defined below) termination by the executive, in each case either before the date of a Change in Control (as defined in the ESA) or more than 36 months after the date of the most recent Change in Control, then the executive would generally be eligible to receive the following:

An amount equal to one-hundred to three-hundred percent (100-300%) of the sum of the Executive's annual base salary in effect at the time of termination and Target AI (the Severance Pay);

Continued health insurance for the 24-month period following termination or, in the case of the CEO, the 36-month period following termination; provided that for the first 12 month period, the executive shall pay for such coverage at no greater after tax costs to the executive than the after-tax cost to the executive immediately prior to the date of termination and for the remaining 12-month period, or, in the case of the CEO, the remaining 24-month period, the executive shall pay for such coverage on a monthly cost of coverage basis;

Pro-rata annual incentive for the number of months of fiscal year eligible participation which is based upon actual results and will only be paid if and at the same time that the Company pays AI awards to active employees.

Continued life insurance coverage for the 24-month period following termination, or, in the case of the CEO, the 36-month period following termination;

Outplacement services;

Retention of any flexible perquisite allowance actually paid to the executive on or before the time of termination;

A lump sum cash payment equal to the value of unused vacation;

Such pension and post-retirement health and life insurance benefits due to the executive upon his termination pursuant to and in accordance with the respective Company-sponsored benefit plans, programs, or policies under which they are accrued and/or provided (including grow-in rights as provided under the terms of the applicable plan, program or policy); and

The right to exercise vested stock options for three months or twelve months, depending upon date of grant. In addition, the executive would forfeit any unvested stock options and any unvested restricted stock, RSUs or PSUs.

As defined in the ESA, Good Reason generally means the executive's termination of his or her employment as a result of any of the following events: (i) we reduce the executive's base salary by ten percent (10%) or more (either upon one reduction or during a series of reductions over a period of time); *provided*, that such reduction neither comprises a part of a general reduction for the executive's then-current peers as a group (determined as of the date immediately before the date on which the executive becomes subject to such material reduction) nor results from a

Table of Contents

deferral of the executive's base salary, or (ii) a demotion in position (including a decrease in organization level) resulting in the material diminution of the executive's authority (including, but not limited to, the budget over which the executive retains authority), duties, or responsibilities within the Company or (iii) in the case of the CEO, if the executive ceases to serve as CEO and Chairman of the Board other than (a) to the extent required by applicable laws, rules of the stock exchange or other relevant listing authority or (b) in connection with the executive's retirement with his consent; except, in case of each of (i), (ii) or (iii), in connection with the involuntary termination of the executive's employment for Cause.

Termination Related to a Change in Control: If the employment of a NEO is involuntarily terminated for any reason other than for Cause or if a Constructive Termination (as described below) occurs within 36 months after a Change in Control, the executive would generally be eligible to receive the following:

An amount equal to (i) pro rata portion of the executive's Target AI, which payment shall be in lieu of any payment to which the executive may otherwise have been entitled to receive under a Change in Control-sponsored incentive or bonus plan (the "CIC Prorated Bonus"), plus (ii) a multiplier of the sum of the executive's annual base salary in effect at the time of termination and the executive's Target AI (the "CIC Severance Pay"). The CIC Severance Pay and the CIC Prorated Bonus shall be paid in a lump sum on the Payment Date;

Continued health insurance for the 24-month period following termination or, in the case of the CEO, the 36-month period following termination; provided that for the first 12 month period, the executive shall pay for such coverage at no greater after tax costs to the executive than the after tax cost to the executive immediately prior to the date of termination and for the remaining 12-month period, or, in the case of the CEO, the remaining 24-month period, the executive shall pay for such coverage on a monthly cost of coverage basis;

Outplacement services;

Tax counseling and tax preparation services;

Retention of any flexible perquisite allowance actually paid to the executive on or before the time of termination;

A lump sum cash payment equal to the value of unused vacation;

Acceleration of the exercisability of options that would otherwise have vested over a period of three years from the date of the change in control had the executive continued employment for that period; and

A lump sum cash payment equal to the difference in (i) the actuarial present value of the NEOs non-tax-qualified pension benefits assuming the executive was three years older and had three more years of service, over (ii) the actuarial present value of the NEOs non-tax-qualified pension benefits at the date of termination,

As defined in the ESA, "Constructive Termination" generally means the occurrence of any of the following events or conditions: (i) a material diminution in the executive's authority, duties or responsibilities, (ii) the executive's base salary or total incentive compensation opportunity is reduced by 10% or more, (iii) a material breach of the executive's ESA, (iv) the executive is required to be based anywhere more than 45 miles from the location of either the executive's

Table of Contents

office or Company's headquartered offices and (v) in the case of the CEO, the executive ceases to serve as the CEO and Chairman of the Board other than in connection with the executive's retirement with his consent.

Disability and Death: If a NEO is disabled and is prevented from working for pay or profit in any job or occupation, he or she may be eligible for our Non-Represented Employee Disability Benefit Program which provides for short-term and long-term disability (LTD) benefits. Our NEOs are not covered under a separate program. While covered under LTD, an NEO is eligible for 60 percent of his or her base salary reduced (or offset) by other sources of income, such as social security disability. In the event of a total and permanent disability as defined by this program, a NEO may exercise outstanding stock options any time within three years after such termination. In the event a NEO has restricted stock, or RSUs, the restricted stock or RSUs will continue to vest according to the terms of the grant. In the event an NEO has PSUs, vesting accelerates and the shares are issued immediately. In addition, while classified as disabled, the NEO continues to accrue benefits under the defined benefit plans.

In the event of an NEO's death, a beneficiary of the NEO may exercise an outstanding stock option at any time within a period of two years after death. Restricted stock, RSUs or PSUs will vest as of the date of death and all restrictions lapse and the restricted stock, RSUs or PSUs will be immediately transferable to the NEO's beneficiary or estate. The NEO's beneficiary will also be eligible for a pro-rata AI payment based upon the number of months the NEO was an active employee during the year. The executive's beneficiary will also receive surviving spouse benefits under the defined benefit and defined contribution plans solely to the extent provided in those plans.

The table below states the multiplier of the sum of annual base salary plus Target AI (bonus) used in the NEO's severance formula under Involuntary Not for Cause or Good Reason Termination and Change in Control provisions.

NEO	Multiplier - Involuntary Not for Cause or Good Reason Termination	Multiplier - Change in Control
Daniel C. Ustian	300%	300%
Andrew J. Cederoth	200%	300%
Deepak T. Kapur	200%	300%
Steven K. Covey	150%	300%
Phyllis E. Cochran	150%	300%

Table of Contents

The table below shows the estimated cash payments that our NEOs would receive if their employment were terminated under various circumstances based on the terms of the plans and agreements that were in effect as of October 31, 2010.

NEO	Severance Amount/ Cash Payment	Vested Options ⁽⁴⁾	Unvested Options ⁽⁴⁾	Restricted Stock/ Units ⁽⁵⁾	Benefit Continuation ⁽⁶⁾	Outplacement Counseling ⁽⁷⁾	Total
Daniel C. Ustian							
Involuntary Not for Cause or Good Reason Termination ⁽¹⁾	\$ 7,434,000	\$ 9,321,151	\$ 2,693,923	\$ 4,697,454	\$ 33,152	\$ 25,000	\$ 24,204,680
Change in Control ⁽²⁾	\$ 8,732,000 ⁽⁹⁾	\$ 9,321,151	\$ 2,693,923	\$ 4,697,454	\$ 33,152	\$ 25,000	\$ 25,502,680
Disability ⁽³⁾	\$ 708,000			\$ 4,697,454			\$ 5,405,454
Death ⁽⁸⁾				\$ 4,697,454			\$ 4,697,454
Voluntary and Involuntary for Cause Termination							
Andrew J. Cederoth							
Involuntary Not for Cause or Good Reason Termination ⁽¹⁾	\$ 1,645,000	\$ 466,432	\$ 470,740	\$ 318,325	\$ 13,598	\$ 25,000	\$ 2,939,095
Change in Control ⁽²⁾	\$ 3,038,038 ⁽⁹⁾	\$ 466,432	\$ 470,740	\$ 318,325	\$ 13,598	\$ 25,000	\$ 4,332,133
Disability ⁽³⁾	\$ 282,000			\$ 318,325			\$ 600,325
Death ⁽⁸⁾				\$ 318,325			\$ 318,325
Voluntary and Involuntary for Cause Termination							
Deepak T. Kapur							
Involuntary Not for Cause or Good Reason Termination ⁽¹⁾	\$ 2,240,000	\$ 914,090	\$ 939,328	\$ 666,281	\$ 28,485	\$ 25,000	\$ 4,813,184
Change in Control ⁽²⁾	\$ 4,508,340 ⁽⁹⁾	\$ 914,090	\$ 939,328	\$ 666,281	\$ 28,485	\$ 25,000	\$ 7,081,524
Disability ⁽³⁾	\$ 384,000			\$ 666,281			\$ 1,050,281
Death ⁽⁸⁾				\$ 666,281			\$ 666,281
Voluntary and Involuntary for Cause Termination							
Steven K. Covey							
Involuntary Not for Cause or Good Reason Termination ⁽¹⁾	\$ 1,225,125	\$ 1,094,601	\$ 608,496	\$ 851,341	\$ 19,900	\$ 25,000	\$ 3,824,463
Change in Control ⁽²⁾	\$ 3,067,614 ⁽⁹⁾	\$ 1,094,601	\$ 608,496	\$ 851,341	\$ 19,900	\$ 25,000	\$ 5,666,952
Disability ⁽³⁾	\$ 297,000			\$ 851,341			\$ 1,148,341
Death ⁽⁸⁾				\$ 851,341			\$ 851,341
Voluntary and Involuntary for Cause Termination							
Phyllis E. Cochran							
Involuntary Not for Cause or Good Reason Termination ⁽¹⁾	1,064,250	1,466,929	608,496	896,967	15,403	25,000	4,077,045
Change in Control ⁽²⁾	2,636,956 ⁽⁹⁾	1,466,929	608,496	896,967	15,403	25,000	5,649,751
Disability ⁽³⁾	258,000			896,967			1,154,967
Death ⁽⁸⁾				896,967			896,967
Voluntary and Involuntary for Cause Termination							
							0

Table of Contents

- (1) This calculation, as described in the ESA, is 150% to 300% of the sum of the executive's annual base salary plus annual target bonus.
- (2) The Change in Control calculation, as defined in the ESA, is 200% to 300% of the sum of the executive's annual base salary plus annual target bonus. The Internal Revenue Code 280G excise tax gross-up upon a Change in Control was eliminated. For a Change in Control, the amounts included in the columns Vested Options, Unvested Options and Restricted Stock/Units constitute all Equity amounts as set forth in proposed Rule 402(t) of Regulation S-K. Further information as to how this chart incorporates the information requested in proposed Rule 402(t) is set forth in the footnotes below.
- (3) This amount is 60% of annualized base salary as of October 31, 2010 and is not offset by other sources of income, such as social security. It represents the amount that would be paid annually over the term of the disability.
- (4) The per share value for options is equal to the difference between the option exercise price and the closing price as of the last day of the fiscal year (October 29, 2010), which was \$48.18 per share. Please refer to the Outstanding Equity Awards Table for more information on this subject as the amounts in these columns represent awards that have already been granted to the NEOs in previous years.
- (5) The value of restricted stock, RSU or PSU is based on the October 29, 2010 closing price of \$48.18 per share. Please refer to the Outstanding Equity Awards Table for more information on this subject as the amounts in this column represent awards that have already been granted to the NEOs in previous years.
- (6) These amounts represent the Company's cost and do not include the portion that the officer would pay for this extension of coverage. Company provided life insurance equal to five times base salary. Coverage may continue at the cost of coverage rate for 24 months for our CEO and 12 months for all other NEOs for a termination following an involuntary not-for-cause termination or good reason termination. Coverage may continue at the cost of coverage rate for 24 months for our CEO and 12 months for all other NEOs for a termination following a Change in Control. For a Change in Control, the amounts included in this column constitute all Perquisites/Benefits amounts as set forth in proposed Rule 402(t).
- (7) This represents our cost for executive level outplacement counseling and services, which for a Change in Control constitutes all Other amounts as set forth in proposed Rule 402(t).
- (8) Surviving spouse benefits are payable under the applicable pension plan. Messrs. Ustian, and Covey and Ms. Cochran are participants in the defined benefit pension plan that provide surviving spouse benefits. Messrs. Kapur and Cederoth participate in our defined contribution plans and a defined benefit plan that provides a surviving spouse benefit.
- (9) Included in the Severance Amount /Cash Payment figure above for Change in Control is the lump sum cash payment equal to the difference in (i) the actuarial present value of the NEOs non-tax qualified pension benefits assuming the executive was three years older and had three more years of service, over (ii) the actuarial present value of the NEOs non-tax qualified pension benefits at the date of termination. The figures are as follows: For Mr. Ustian \$0; Mr. Cederoth \$218,038; Mr. Kapur \$668,340; Mr. Covey \$295,614; and Ms. Cochran \$228,956. These amounts constitute all Pension/NQDC costs as set forth in proposed Rule 402(t).

COMPENSATION RISK

The Company performed a risk assessment to determine whether our compensation policies, practices, plans and programs were reasonably likely to have a materially adverse impact on the Company. Approximately thirty compensation-related topics were reviewed during fiscal year 2010, including but not limited to, programs governed by our 2004 PIP. A matrix was created for management's use that summarized the programs reviewed as well as any associated mitigating factors. Management discussed the analysis internally (including with our compensation consultancy firm), provided periodic updates to our Committee and discussed final results of this review with the Committee.

Our Board and Committee believe that the following are factors that tend to mitigate the likelihood of excessive risk taking:

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Committee approval of overall compensation philosophy and plan design.

Compensation mix of base salary, short-term and long-term incentives.

Executive stock ownership guidelines which align executives' interests with stockholders.

AI plan design focuses primarily on consolidated financial results which fosters team work and integration among the business units. AI parameters set the maximum payout at 200% of Target and the Committee may use negative discretion on all AI awards.

Page 57

Table of Contents

Long-Term Incentives (equity-based awards) are made at the discretion of the Committee and are intended to focus participants on the long-term growth of the company.

Sarbanes Oxley / Internal Controls procedures and processes adopted by the Company.

Also, although we do not currently have a claw-back provision, one of the items agreed upon during this risk assessment process was that the Company will implement a claw-back provision once the final SEC guidance is published. A claw-back provision would be an additional mitigating factor to excessive risk taking.

COMPENSATION OF DIRECTORS

The following table provides information concerning the compensation of our non-employee directors for fiscal year 2010. Directors who are employees of the Company receive no compensation for their services as directors or as members of the Board or a committee thereof. For a complete understanding of the table, please review the footnotes and the narrative disclosures that follow the table.

Fiscal Year 2010 Director Compensation Table

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾⁽²⁾⁽³⁾	Stock Awards (\$) ⁽²⁾⁽⁴⁾⁽⁵⁾	Option Awards (\$) ⁽⁶⁾⁽⁷⁾⁽⁸⁾	All Other Compensation (\$)	Total (\$)
Eugenio Clariond	11,250	95,129	72,000		178,379
John D. Correnti	108,177	14,997	72,000		195,174
Diane H. Gulyas	73,379	15,000	72,000		160,379
Michael N. Hammes	138,971	14,997	72,000		225,968
David D. Harrison	112,379	15,000	72,000		199,379
James H. Keyes	116,882	14,997	72,000		203,879
Steven J. Klinger	103,382	14,997	72,000		190,379
William H. Osborne	73,382	14,997	72,000		160,379
Dennis D. Williams ⁽⁹⁾	85,379				85,379

(1) In June of 2010, the annual retainer fee was increased from \$60,000 to \$80,000 (\$65,000 to be paid in cash and \$15,000 to be paid in restricted stock having a fair market value of \$15,000 on the date of grant). This increase was to align the compensation of our directors with general industry best practices.

(2) Under our Non-Employee Directors Deferred Fee Plan (the "Deferred Fee Plan"), our directors who are not employees receive an annual retainer and meeting fees payable at their election either in shares of our Common Stock or in cash. A director may also elect to defer any portion of such compensation until a later date in DSUs or in cash. Each such election is made prior to December 31st for the next succeeding calendar year. Eugenio Clariond, John D. Correnti, Diane H. Gulyas and David D. Harrison elected to defer the receipt of some or all of their cash compensation received for their quarterly retainer fees and/or meeting fees in calendar year 2010. Mr. Clariond deferred receipt of 50% of his quarterly retainer fees and 50% of his meeting fees from November 1, 2009 to December 31, 2009 and 100% of his quarterly retainer fees and meeting fees from January 1, 2010 to October 31, 2010 in deferred stock units and received 2,137.007 shares. Mr. Correnti deferred receipt of 100% percent of his quarterly retainer fee in calendar year 2009 in cash for a total cash compensation deferral amount paid in fiscal year 2010 of \$18,000. Ms. Gulyas deferred receipt of 100% of her 1st quarter retainer fee in deferred shares units and received 338.066 shares. Mr. Harrison deferred receipt of 100% of his 1st quarter retainer fee in DSUs and received 338.066 shares. The amount of cash compensation deferred by Mr. Correnti in fiscal year 2010 has been allocated to a deferred cash account under his name. The deferred cash compensation earns interest compounded quarterly at the end of each calendar quarter at the rate equivalent to the then current prime rate, and will be distributed within 60 days after Mr. Correnti's separation from service with us. The amount of deferred stock units for Mr. Clariond, Ms. Gulyas and Mr. Harrison has been credited as stock units in an account under each of their names at the then current market price of our Common Stock. The units issued to Mr. Clariond and Ms. Gulyas during fiscal year 2010 will be issued within 60 days after their separation from service with us. The units issued to Mr. Harrison during fiscal year 2010 will be issued in annual installments over a 5 year period.

Table of Contents

(3) Non-employee directors were paid (above and beyond their annual retainer and meeting fees) \$1,500 per day for any special services performed at the request of a Committee Chair or the Chairman of the Board. This column includes cash amounts certain directors received in payment for special services rendered in fiscal year 2010. The table below provides the total dollar amount received by each non-employee director for special services in fiscal year 2010 and the types of services they performed. The below categories of special services were determined by the Board to be consistent with director service and the provision thereof and payment of the fees therefor, in and of themselves, not to affect the independence of any such director. In June 2010 we discontinued paying for special services rendered by our Board members.

Name	Types of Services Performed						Other Miscellaneous Fees
	Financial Reporting Reviews	SEC Matters	Oversight of SOX Remediation Initiatives	Risk Analysis	Assistance with Finance Matters at NFC Mexico	Strategic Initiatives Analysis	