

Covey Steven K
 Form 4
 March 31, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Covey Steven K

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, GC & Chief Ethics Officer

(Last) (First) (Middle)
 NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 03/29/2010

(Street)
 WARRENVILLE, IL 60555

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|------------------|---|--|-----------------------------------|
| | | | | Code | V | Amount or Price | | | |
| Common Stock | 03/29/2010 | | M | | 3,202 | A \$ 38.2 | 30,120 | D | |
| Common Stock | 03/29/2010 | | S | | 3,202 | D \$ 44.1651 (1) | 26,918 | D | |
| Common Stock | 03/29/2010 | | M | | 98 | A \$ 38.2 | 27,016 | D | |
| Common Stock | 03/29/2010 | | S | | 98 | D \$ 44.19 | 26,918 | D | |

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| | | | |
|---------------------|--------------------------|---|-------------------------|
| Common Stock | 2,435.5459 <u>(2)</u> | I | By Navistar 401(k) Plan |
| Premium Share Units | 2,401 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 38.2 | 03/29/2010 | | M | 3,202 | <u>(3)</u> 12/11/2011 | Common Stock | 3,202 | |
| Employee Stock Option (right to buy) | \$ 38.2 | 03/29/2010 | | M | 98 | 12/11/2002 12/12/2011 | Common Stock | 98 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Covey Steven K NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD | | | SVP, GC & Chief Ethics Officer | |

WARRENVILLE, IL 60555

Signatures

Curt A. Kramer, Attorney

in fact

03/31/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.16 to \$44.17, inclusive. The reporting person undertakes to provide Navistar International Corporation, any security holder of Navistar International Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (1) The reporting person acquired 0.1699 shares on February 4, 2010, as part of an allocation of proceeds received from settlement of a lawsuit. The allocation of proceeds was made to all Navistar 401(k) plan participants.
 - (2) The Option became exercisable as follows: 1,002 shares on 12/11/2002; 1,100 shares on 12/11/2003; and 1,100 shares on 12/11/2004.
 - (3) The Option became exercisable as follows: 1,002 shares on 12/11/2002; 1,100 shares on 12/11/2003; and 1,100 shares on 12/11/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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