

Moran James M
Form 4
December 16, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Moran James M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President and Treasurer

(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) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/14/2011		M	694	A (2) 9,475	D	
Common Stock	12/14/2011		D	694	D \$ 36.28 8,781	D	
Common Stock	12/15/2011		F	144	D \$ 36.98 8,637	D	
Common Stock	12/14/2011		M	167	A (2) 1,330	I	By wife
	12/14/2011		D	167	D 1,163	I	By wife

Edgar Filing: Moran James M - Form 4

Common Stock						\$ 36.28			
Common Stock	12/15/2011		M	333	A	(2)	1,496	I	By wife
Common Stock	12/15/2011		D	333	D	\$ 36.98	1,163	I	By wife
Common Stock							194.4883	I	By wife through Navistar 401(k) Savings Plan
Premium Shares (1)							1,786	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/14/2011		M	694	(3)	(3)	Common Stock	694
Restricted Stock Units	(2)	12/14/2011		M	167	(4)	(4)	Common Stock	167
Restricted Stock Units	(2)	12/15/2011		M	333	(5)	(5)	Common Stock	333

