

FALCONE PHILIP
Form 3/A
November 14, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. | | | (Month/Day/Year) | NAVISTAR INTERNATIONAL CORP [NAV] | |
| (Last) | (First) | (Middle) | 06/26/2007 | | |
| C/O INTERNATIONAL FUND SERVICES LIMITED, Â THIRD FL, BISHOP'S SQUARE REDMOND'S HILL | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | | 06/29/2007 |
| DUBLIN, Â L2 Â 00000 | | | (Check all applicable) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) *See Remarks | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,396,204 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |
| Common Stock | 2,591,296 | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Equity Swap | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 55,000 | \$ <u>(8)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock | 130,500 | \$ <u>(9)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock | 200,000 | \$ <u>(10)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 106,300 | \$ <u>(11)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(12)</u> | Â <u>(12)</u> | Common Stock | 150,000 | \$ <u>(12)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(13)</u> | Â <u>(13)</u> | Common Stock | 250,000 | \$ <u>(13)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 170,000 | \$ <u>(14)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(15)</u> | Â <u>(15)</u> | Common Stock | 313,160 | \$ <u>(15)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(16)</u> | Â <u>(16)</u> | Common Stock | 500,000 | \$ <u>(16)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(17)</u> | Â <u>(17)</u> | Common Stock | 150,000 | \$ <u>(17)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(18)</u> | Â <u>(18)</u> | Common Stock | 86,500 | \$ <u>(18)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(19)</u> | Â <u>(19)</u> | Common Stock | 115,000 | \$ <u>(19)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(20)</u> | Â <u>(20)</u> | Common Stock | 110,000 | \$ <u>(20)</u> | D <u>(1) (2) (3)</u> <u>(4) (27)</u> | Â |
| Equity Swap | Â <u>(21)</u> | Â <u>(21)</u> | Common Stock | 55,000 | \$ <u>(21)</u> | D <u>(1) (5) (6)</u> <u>(7) (28)</u> | Â |
| Equity Swap | Â <u>(22)</u> | Â <u>(22)</u> | Common Stock | 156,340 | \$ <u>(22)</u> | D <u>(1) (5) (6)</u> <u>(7) (28)</u> | Â |
| Equity Swap | Â <u>(23)</u> | Â <u>(23)</u> | Common Stock | 200,000 | \$ <u>(23)</u> | D <u>(1) (5) (6)</u> <u>(7) (28)</u> | Â |
| Equity Swap | Â <u>(24)</u> | Â <u>(24)</u> | | 500,000 | \$ <u>(24)</u> | | Â |

| | | | | | | | |
|-------------|---------------|---------------|-----------------|---------|----------------|--|---|
| | | | Common Stock | | | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(28)</u> | |
| Equity Swap | Â <u>(25)</u> | Â <u>(25)</u> | Common Stock | 75,000 | \$ <u>(25)</u> | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(28)</u> | Â |
| Equity Swap | Â <u>(26)</u> | Â <u>(26)</u> | Common Stock | 282,900 | \$ <u>(26)</u> | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(28)</u> | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000 | Â | Â X | Â | *See Remarks |
| HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203 | Â | Â X | Â | *See Remarks |
| HMC INVESTORS, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203 | Â | Â X | Â | *See Remarks |
| HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | *See Remarks |
| HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | *See Remarks |
| HMC - NEW YORK, INC. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | *See Remarks |
| HARBERT MANAGEMENT CORP 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203 | Â | Â X | Â | *See Remarks |
| FALCONE PHILIP 555 MADISON AVE 16TH FLOOR | Â | Â X | Â | *See Remarks |

NEW YORK, NY 10022

HARBERT RAYMOND J
2100 THIRD AVENUE NORTH
SUITE 600
BIRMINGHAM, AL 35203

^ ^ X ^

*See
Remarks

LUCE MICHAEL D
2100 THIRD AVENUE NORTH
SUITE 600
BIRMINGHAM, AL 35203

^ ^ X ^

*See
Remarks

Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+)(++)(+++), By: Harbinger Capital Partners
Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B.
Piassick 11/14/2008

__Signature of Reporting Person Date

Harbinger Capital Partners Offshore Manager, L.L.C.(+)(++)(+++), By: HMC Investors,
L.L.C., Managing Member, By: /s/ Joel B. Piassick 11/14/2008

__Signature of Reporting Person Date

HMC Investors, L.L.C.(+)(++)(+++), By: /s/ Joel B. Piassick 11/14/2008

__Signature of Reporting Person Date

Harbinger Capital Partners Special Situations Fund, L.P.(+)(++)(+++), By: Harbinger Capital
Partners Special Situations GP, LLC, By: HMC-New York, Inc., Managing Member, By: /s/
Joel B. Piassick 11/14/2008

__Signature of Reporting Person Date

Harbinger Capital Partners Special Situations GP, LLC(+)(++)(+++), By: HMC-New York,
Inc., Managing Member, By: /s/ Joel B. Piassick 11/14/2008

__Signature of Reporting Person Date

HMC-New York, Inc.(+)(++)(+++), By: /s/ Joel B. Piassick 11/14/2008

__Signature of Reporting Person Date

Harbert Management Corporation(+)(++), By: /s/ Joel B. Piassick 11/14/2008

__Signature of Reporting Person Date

/s/ Philip Falcone(+)(++) 11/14/2008

__Signature of Reporting Person Date

/s/ Raymond J. Harbert(+)(++) 11/14/2008

__Signature of Reporting Person Date

/s/ Michael D. Luce(+)(++) 11/14/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL

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SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

- (2) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
These securities may be deemed to be indirectly beneficially owned by the following Reporting Persons: Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.
- (3) Each Reporting Person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (4) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
These securities may be deemed to be indirectly beneficially owned by the following Reporting Persons: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC.
- (5) Each Reporting Person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) On May 17, 2007, the Master Fund entered into an equity swap transaction with Deutsche Bank ("DB"), under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 55,000 notional shares above or below an initial reference price of US\$64.53 per share upon close-out of any transaction.
- (7) On May 18, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 130,500 notional shares above or below an initial reference price of US\$64.85 per share upon close-out of any transaction.
- (8) On May 21, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 200,000 notional shares above or below an initial reference price of US\$64.80 per share upon close-out of any transaction.
- (9) On May 22, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 106,300 notional shares above or below an initial reference price of US\$64.792 per share upon close-out of any transaction.
- (10) On May 23, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 150,000 notional shares above or below an initial reference price of US\$64.866 per share upon close-out of any transaction.
- (11) On May 24, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 250,000 notional shares above or below an initial reference price of US\$64.099 per share upon close-out of any transaction.
- (12) On May 25, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 170,000 notional shares above or below an initial reference price of US\$62.7832 per share upon close-out of any transaction.
- (13) On May 29, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 313,160 notional shares above or below an initial reference price of US\$62.3596 per share upon close-out of any transaction.
- (14) On May 31, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 500,000 notional shares above or below an initial reference price of US\$69.9540 per share upon close-out of any transaction.
- (15) On June 4, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 150,000 notional shares above or below an initial reference price of US\$65.7520 per share upon close-out of any transaction.
- (16)
- (17)
- (18)

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- On June 5, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 86,500 notional shares above or below an initial reference price of US\$65.9350 per share upon close-out of any transaction.
- (19) On June 6, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 115,000 notional shares above or below an initial reference price of US\$65.2190 per share upon close-out of any transaction.
- (20) On June 7, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 110,000 notional shares above or below an initial reference price of US\$62.85 per share upon close-out of any transaction.
- (21) On May 17, 2007, the Special Situations Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay DB an amount equal to any decrease, in the official market price of 55,000 notional shares above or below an initial reference price of US\$64.53 per share upon close-out of any transaction.
- (22) On May 29, 2007, the Special Situations Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay DB an amount equal to any decrease, in the official market price of 156,340 notional shares above or below an initial reference price of US\$62.3596 per share upon close-out of any transaction.
- (23) On June 1, 2007, the Special Situations Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay DB an amount equal to any decrease, in the official market price of 200,000 notional shares above or below an initial reference price of US\$65.75 per share upon close-out of any transaction.
- (24) On June 1, 2007, the Special Situations Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay DB an amount equal to any decrease, in the official market price of 500,000 notional shares above or below an initial reference price of US\$66.01 per share upon close-out of any transaction.
- (25) On June 4, 2007, the Special Situations Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay DB an amount equal to any decrease, in the official market price of 75,000 notional shares above or below an initial reference price of US\$65.7520 per share upon close-out of any transaction.
- (26) On June 5, 2007, the Special Situations Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Special Situations Fund an amount equal to any increase, and the Special Situations Fund agreed to pay DB an amount equal to any decrease, in the official market price of 282,900 notional shares above or below an initial reference price of US\$65.9350 per share upon close-out of any transaction.
- (27) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Master Fund at any time.
- (28) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Special Situations Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Special Situations Fund at any time.

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Remarks:

- (+) The Reporting Persons may be deemed to be members of a "group" for purposes of the Sec 1504(a)(1)(E) as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned or not directly owned by the Reporting Person. This report shall not be deemed an admission that a member of a group or the beneficial owner of any securities not directly owned by such Report
- (++) This Form 3/A dated November 14, 2008 amends and restates in its entirety the Form 3/A filed on June 29, 2007. This Form 3/A is being filed to report certain swap positions which were not
- (+++)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.