

Cederoth Andrew J  
Form 4  
March 30, 2011

**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 \*  
Cederoth Andrew J

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)  
4201 WINFIELD ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/28/2011		M	3,391	A \$ 42.885	23,649	D
Common Stock	03/28/2011		F	2,534	D \$ 68.015	21,115	D
Common Stock	03/28/2011		M	3,209	A \$ 42.885	24,324	D
Common Stock	03/28/2011		F	2,397	D \$ 68.015	21,927	D
Common Stock	03/28/2011		M	4,262	A \$ 40.915	26,189	D

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Common Stock	03/28/2011	F	3,099	D	\$ 68.015	23,090	D
Common Stock	03/28/2011	M	2,338	A	\$ 40.915	25,428	D
Common Stock	03/28/2011	F	1,700	D	\$ 68.015	23,728	D
Common Stock	03/29/2011	M	4,019	A	\$ 26.15	27,747	D
Common Stock	03/29/2011	S	4,019	D	\$ 67.34	23,728	D
Common Stock	03/29/2011	M	2,581	A	\$ 26.15	26,309	D
Common Stock	03/29/2011	S	2,581	D	\$ 67.34	23,728	D
Common Stock	03/29/2011	M	2,948	A	\$ 22.655	26,676	D
Common Stock	03/29/2011	S	2,948	D	\$ 67.34	23,728	D
Common Stock						2,007.9276	I
Deferred Share Units						3,607	D
Premium Share Units <sup>(1)</sup>						1,466	D

By  
Navistar  
401(k)  
plan

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.**

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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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.885	03/28/2011	M			3,391	<u>(2)</u>	12/10/2013	Common Stock	3,391
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			2,534	09/28/2011	12/10/2013	Common Stock	2,534
Employee Stock Option (right to buy)	\$ 42.885	03/28/2011	M			3,209	<u>(3)</u>	12/09/2013	Common Stock	3,209
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			2,397	09/28/2011	12/09/2013	Common Stock	2,397
Employee Stock Option (right to buy)	\$ 40.915	03/28/2011	M			4,262	<u>(4)</u>	12/14/2014	Common Stock	4,262
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			3,099	09/28/2011	12/14/2014	Common Stock	3,099
Employee Stock Option (right to buy)	\$ 40.915	03/28/2011	M			2,338	<u>(5)</u>	12/14/2014	Common Stock	2,338
Employee Stock Option (right to buy)	\$ 68.015	03/28/2011	A			1,700	09/28/2011	12/14/2014	Common Stock	1,700
Employee Stock	\$ 26.15	03/29/2011	M			4,019	<u>(6)</u>	10/18/2015	Common Stock	4,019

