

Elliott Greg W
Form 4
March 22, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Elliott Greg W

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)
03/18/2010

____ Director
____ Officer (give title below) Other (specify below)
SVP HR & Admin. Operating Sub

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/18/2010		M	4,414 A \$ 22.655	26,363	D	
Common Stock	03/18/2010		S	4,414 D \$ 42.77 (1)	21,949	D	
Common Stock	03/18/2010		M	2,487 A \$ 22.655	24,436	D	
Common Stock	03/18/2010		S	2,487 D \$ 42.7 (2)	21,949	D	
Common Stock					245,616 (3)	I	By Navistar 401(k)

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

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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 Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee Stock Option (right to buy)	\$ 22.655	03/18/2010		M	4,414	<u>(4)</u>	12/16/2018	Common Stock	4,414
Employee Stock Option (right to buy)	\$ 22.655	03/18/2010		M	2,487	<u>(5)</u>	12/16/2018	Common Stock	2,487

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Elliott Greg W
4201 WINFIELD ROAD
WARRENVILLE, IL 60555

SVP HR & Admin. Operating Sub

Signatures

Curt A. Kramer, Attorney
in fact

03/19/2010

 **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 \$42.75 to \$42.79, 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 footnotes (1) and (2) to this Form 4.
- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.68 to \$42.73, inclusive.
 - (2) The reporting person acquired 0.017 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.
 - (3) The option, representing a right to purchase a total of 13,242 shares, became exercisable as to 4,414 of the shares on 12/16/2009, and will become exercisable as to 4,414 of the shares on 12/16/2010, and as to 4,414 of the shares on 12/16/2011.
 - (4) The option, representing a right to purchase a total of 7,461 shares, became exercisable as to 2,487 of the shares on 12/16/2009, and will become exercisable as to 2,487 of the shares on 12/16/2010, and as to 2,487 of the shares on 12/16/2011.

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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