

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
April 20, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 19, 2011

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

1-9618  
(Commission

36-3359573  
(I.R.S. Employer

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incorporation or organization)

File No.)

Identification No.)

**4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois**

(Address of principal executive offices)

**60555**

(Zip Code)

**Registrant's telephone number, including area code (630) 753-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On April 19, 2011, Mr. William H. Osborne, a Class II director of Navistar International Corporation (the Company ) notified the Board of Directors (the Board ) that, in connection with his acceptance of employment by Navistar, Inc. as Vice President, Custom Products, he intends to retire from the Board, effective April 24, 2011. His decision to retire was not as a result of any disagreement with the Company or its management.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION  
Registrant

Date: April 20, 2011

/s/ Andrew J. Cederoth  
Andrew J. Cederoth  
Executive Vice President and Chief Financial Officer

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