

Cederoth Andrew J
 Form 3
 June 08, 2009

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 Cederoth Andrew J | | (Month/Day/Year) | NAVISTAR INTERNATIONAL CORP [NAV] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 4201 WINFIELD ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| WARRENVILLE,Â ILÂ 60555 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior VP, Corporate Finance | |

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 | 5,759 | D | Â |
| Common Stock | 2,007 | I | Through Navistar 401(k) plan |
| Deferred Share Units | 3,607 | D | Â |
| Premium Share Units | 1,466 | D | 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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|---------------------|--------------------|-----------------------------------|----------------------------------|---|--|------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) | Â <u>(1)</u> | 12/14/2009 | Common Stock | 2,900 | \$ 40.4063 | D | Â |
| Stock Option (right to buy) | Â <u>(2)</u> | 12/15/2009 | Common Stock | 900 | \$ 40.4063 | D | Â |
| Stock Option (right to buy) | Â <u>(3)</u> | 12/13/2010 | Common Stock | 36 | \$ 21.22 | D | Â |
| Stock Option (right to buy) | Â <u>(4)</u> | 12/12/2010 | Common Stock | 1,067 | \$ 21.22 | D | Â |
| Stock Option (right to buy) | Â <u>(5)</u> | 07/02/2011 | Common Stock | 1,300 | \$ 27.95 | D | Â |
| Stock Option (right to buy) | Â <u>(6)</u> | 12/11/2011 | Common Stock | 5,427 | \$ 38.2 | D | Â |
| Stock Option (right to buy) | Â <u>(7)</u> | 12/12/2011 | Common Stock | 1,773 | \$ 38.2 | D | Â |
| Stock Option (right to buy) | Â <u>(8)</u> | 12/10/2012 | Common Stock | 2,464 | \$ 26.385 | D | Â |
| Stock Option (right to buy) | Â <u>(9)</u> | 12/11/2012 | Common Stock | 6,736 | \$ 26.385 | D | Â |
| Stock Option (right to buy) | Â <u>(10)</u> | 12/10/2013 | Common Stock | 3,391 | \$ 42.885 | D | Â |
| Stock Option (right to buy) | Â <u>(11)</u> | 12/09/2013 | Common Stock | 3,209 | \$ 42.885 | D | Â |
| Stock Option (right to buy) | Â <u>(12)</u> | 12/14/2014 | Common Stock | 6,600 | \$ 40.915 | D | Â |
| Stock Option (right to buy) | Â <u>(13)</u> | 10/18/2015 | Common Stock | 6,600 | \$ 26.15 | D | Â |
| Stock Option (right to buy) | Â <u>(14)</u> | 12/16/2018 | Common Stock | 4,422 | \$ 22.655 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cederoth Andrew J 4201 WINFIELD ROAD WARRENVILLE, IL 60555 | Â | Â | Â Senior VP, Corporate Finance | Â |

Signatures

Curt A. Kramer

06/08/2009

**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) The Option became exercisable as to 1,933 shares on 6/14/2001 and as to 967 shares on 12/14/2002.
- (2) The Option became exercisable as to 600 shares on 6/14/2001 and as to 300 shares on 12/14/2002.
- (3) The Option became exercisable as to 36 shares on 12/12/2001.
- (4) These shares were part of an Option grant for 3,164 shares of which, 2,097 shares were previously disposed. The 1,067 shares that remain outstanding became exercisable on 12/12/2003.
- (5) The Option became exercisable as to 434 shares on 7/1/2002, as to 433 shares on 7/1/2003 and as to 433 shares on 7/1/2004.
- (6) The Option became exercisable as to 1,002 shares on 12/11/2002, as to 2,025 shares on 12/11/2003 and as to 2,400 shares on 12/11/2004.
- (7) The Option became exercisable as to 1,398 shares on 12/11/2002 and as to 375 shares on 12/11/2003.
- (8) The Option became exercisable as to 315 shares on 12/10/2004 and as to 2,149 shares on 12/10/2005.
- (9) The Option became exercisable as to 3,067 shares on 12/10/2003, as to 2,752 shares on 12/10/2004 and as to 917 shares on 12/10/2005.
- (10) The Option became exercisable as to 2,200 shares on 12/9/2004 and as to 1,191 shares on 12/9/2005.
- (11) The Option became exercisable as to 1,009 shares on 12/9/2005 and as to 2,200 shares on 12/9/2006.
- (12) The Option became exercisable in three equal installments of 2,200 shares on 12/14/2005, 12/14/2006 and 12/14/2007.
- (13) The Option became exercisable in three equal installments of 2,200 shares on 10/18/2006, 10/18/2007 and 10/18/2008.
- (14) The Option becomes exercisable in three equal installments of 1,474 shares on 12/16/2009, 12/16/2010 and 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. 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.