Tarapchak Richard C Form 3/A March 25, 2010

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

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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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NAVISTAR INTERNATIONAL CORP [NAV] A Tarapchak Richard C (Month/Day/Year) 03/11/2010 (Last) (First) (Middle) 4. Relationship of Reporting

4201 WINFIELD ROAD

(Street)

5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year)

03/19/2010 (Check all applicable)

Director 10% Owner _X__ Officer Other (give title below) (specify below) VP & Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Form filed by More than One

Reporting Person Table I - Non-Derivative Securities Beneficially Owned

(City) (State) (Zip)

WARRENVILLE, ILÂ 60555

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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.

SEC 1473 (7-02)

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:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Expiration Exercisable Date

Amount or Title Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

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Employee Stock Option (right to buy)

(1)

12/16/2018 Common

2,948 (2) \$

\$ 22.655

D Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Tarapchak Richard C

4201 WINFIELD ROAD WARRENVILLE, ILÂ 60555 ÂÂ

VP & Corporate Controller Â

Signatures

Curt A. Kramer, Attorney in fact

03/24/2010

**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 options will become exercisable as to 1,474 shares on 12/16/2010 and as to 1,474 shares on 12/16/2011.
- (2) The number of shares subject to the employee stock option was overstated by 1,474 shares on the reporting person's original Form 3.

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.

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