

NAVISTAR INTERNATIONAL CORP

Form 4

July 03, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARBERT MANAGEMENT CORP

2. Issuer Name **and** Ticker or Trading
Symbol
**NAVISTAR INTERNATIONAL
CORP [NAVZ]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**ONE RIVERCHASE PARKWAY
SOUTH,**

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2007

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
BIRMINGHAM, AL 35244

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	06/29/2007		P		32,167	A	\$ 65.02	5,687,636 ⁽¹⁾	I	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	06/29/2007		P		87,333	A	\$ 64.77	5,774,969 ⁽¹⁾	I	By Harbinger Capital Partners

By
Harbinger
Capital
Partners
Master
Fund I,
Ltd.

By
Harbinger
Capital
Partners

Common Stock	06/29/2007	P	16,667	A	\$ 65	5,791,636 ⁽¹⁾	I	Master Fund I, Ltd. By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	06/29/2007	P	66,667	A	\$ 65.15	5,858,303 ⁽¹⁾	I	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	07/02/2007	P	66,667	A	\$ 69.25	5,924,970 ⁽¹⁾	I	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	07/02/2007	P	80,340	A	\$ 69.44	6,005,310 ⁽¹⁾	I	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	07/02/2007	P	166,667	A	\$ 69.31	6,171,977 ⁽¹⁾	I	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	07/02/2007	P	33,333	A	\$ 69.5	6,205,310 ⁽¹⁾	I	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	06/29/2007	P	16,083	A	\$ 65.02	2,737,014 ⁽²⁾	I	By Harbinger

Common Stock	06/29/2007	P	43,667	A	\$ 64.77	2,780,681 ⁽²⁾	I	Capital Partners Special Situations Fund, L.P. By Harbinger Capital Partners Special Situations Fund, L.P.
Common Stock	06/29/2007	P	8,333	A	\$ 65	2,789,014 ⁽²⁾	I	By Harbinger Capital Partners Special Situations Fund, L.P.
Common Stock	06/29/2007	P	33,333	A	\$ 65.15	2,822,347 ⁽²⁾	I	By Harbinger Capital Partners Special Situations Fund, L.P.
Common Stock	07/02/2007	P	33,333	A	\$ 69.25	2,855,680 ⁽²⁾	I	By Harbinger Capital Partners Special Situations Fund, L.P.
Common Stock	07/02/2007	P	40,170	A	\$ 69.44	2,895,850 ⁽²⁾	I	By Harbinger Capital Partners Special Situations Fund, L.P.
Common Stock	07/02/2007	P	83,333	A	\$ 69.31	2,979,183 ⁽²⁾	I	By Harbinger Capital Partners Special Situations Fund, L.P.

Common Stock 07/02/2007 P 16,667 A \$ 69.5 2,995,850 ⁽²⁾ I

By
Harbinger
Capital
Partners
Special
Situations
Fund, L.P.

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBERT MANAGEMENT CORP ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244		X		
FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022		X		
HARBERT RAYMOND J ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244		X		
		X		

LUCE MICHAEL D
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

Signatures

Harbert Management Corporation, By: /s/ William R. Lucas, Jr.	07/03/2007
__Signature of Reporting Person	Date
/s/ Philip Falcone	07/03/2007
__Signature of Reporting Person	Date
/s/ Raymond J. Harbert	07/03/2007
__Signature of Reporting Person	Date
/s/ Michael D. Luce	07/03/2007
__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).

These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"). These securities may be deemed to be beneficially owned by Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael D. Luce. HMC serves as managing member of the managing member of the investment manager of the Master Fund. Philip Falcone is the portfolio manager of the Master Fund and a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"). These securities may be deemed to be beneficially owned by HMC, Philip Falcone, Raymond J. Harbert and Michael Luce. HMC wholly owns the managing member of the Special Situations Fund's general partner. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.