

NAVISTAR INTERNATIONAL CORP

Form 4

February 03, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McMenamin William V

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2017

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President Fin Serv & Treasurer

NAVISTAR INTERNATIONAL
CORPORATION, 2701 NAVISTAR
DRIVE

(Street)

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

LISLE, IL 60532

(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 Ownership (Instr. 4)
Common Stock	02/01/2017		M	7,257 A	\$ 0 ⁽¹⁾ 36,234	D	
Common Stock	02/01/2017		D	7,257 D	\$ 27.94 28,977	D	
Premium Share Units <u>(2)</u>					1,681	D	

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 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. Price or Amount of Derivative Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/01/2017		M		7,257		(3)	(3)	Common Stock	7,257	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McMenamin William V
NAVISTAR INTERNATIONAL CORPORATION
2701 NAVISTAR DRIVE
LISLE, IL 60532

President Fin Serv & Treasurer

Signatures

Curt A. Kramer Attorney
in fact

02/03/2017

 **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).

- (1) Each restricted stock unit (RSU) represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless Navistar otherwise elects to settle the RSUs in Navistar common stock on a 1 to 1 basis.
- (2) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.
- (3) The RSUs became or will become payable in cash, unless Navistar elects to settle the RSUs in common stock, in three annual installments as follows: 7,257 shares on 2/1/2017; 3,629 shares on 2/1/2018; and 1,210 on 2/1/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

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.