

Covey Steven K
Form 4
June 18, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Covey Steven K

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, GC & Chief Ethics Officer

(Last) (First) (Middle)
NAVISTAR INTERNATIONAL CORPORATION, 4201 WINFIELD ROAD

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2009

(Street)
WARRENVILLE, IL 60555

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

(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 | 06/16/2009 | | M | 2,900 A \$ 40.4063 | 25,923 | D | |
| Common Stock | 06/16/2009 | | F | 2,708 D \$ 44.6049 | 23,215 | D | |
| Common Stock | 06/16/2009 | | M | 1,000 A \$ 40.4063 | 24,215 | D | |
| Common Stock | 06/16/2009 | | F | 934 D \$ 44.6049 | 23,281 | D | |
| | | | | | 2,435.376 ⁽¹⁾ | I | |

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Common
Stock

By
Navistar
401(k)
Plan

Premium
Share
Units

2,401 D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 40.4063 | 06/16/2009 | | M | 2,900 | <u>(2)</u> 12/14/2009 | Common Stock | 2,900 |
| Employee Stock Option (right to buy) | \$ 40.4063 | 06/16/2009 | | M | 1,000 | <u>(3)</u> 12/15/2009 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Covey Steven K NAVISTAR INTERNATIONAL CORPORATION 4201 WINFIELD ROAD | | | SVP, GC & Chief Ethics Officer | |

WARRENVILLE, IL 60555

Signatures

Curt A. Kramer, Attorney
in fact

06/18/2009

__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) The reporting person disposed of 9.7578 shares under Navistar International Corporation's 401(k) Plan to adjust for yearly contributions limits imposed under the Internal Revenue Code for 2008.
- (2) The Option became exercisable as to 1,933 shares on 6/14/2001 and as to 967 shares on 12/14/2002.
- (3) The Option became exercisable as to 666 shares on 6/14/2001 and as to 334 shares on 12/14/2002.

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

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