

NAVISTAR INTERNATIONAL CORP
 Form S-8
 April 23, 2002

As filed with the Securities and Exchange Commission on April 23, 2002

Registrati

SECURITIES AND EXCHANGE COMMISSION
 Washington, D. C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

NAVISTAR INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **36-3359573**
 (State or other jurisdiction (I.R.S. Employer
 of incorporation or organization) Identification Number)

4201 Winfield Road
 Warrenville, Illinois 60555
 Telephone: (630) 753-5000
 (Address of principal executive offices)

NAVISTAR 1998 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN, AS AMENDED
 (Full title of plans)

Robert A. Boardman
Senior Vice President and General Counsel
Navistar International Corporation
4201 Winfield Road
Warrenville, Illinois 60555
Telephone: (630) 753-5000

(Name, address and telephone number of agent for service)

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price
Common Stock, par value \$0.10, and associated rights	250,000 shares (3)	\$42.49	\$10,622,500

- (1) Pursuant to Rule 416 of the Securities Act, this Registration Statement also covers such securities as may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share is based solely for the purpose of calculating the registration fee and is based on the average of the closing prices of shares of Common Stock of the Registrant as reported on the New York Stock Exchange on April 23, 2002, a date that is within five business days of which this Registration Statement is being filed.

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(3) Shares reserved for issuance under the Navistar 1998 Non-Employee Director Stock Option P

Signature -----	Capacity -----
/s/ John R. Horne ----- John R. Horne	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Robert C. Lannert ----- Robert C. Lannert	Executive Vice President and Chief Financial Officer and Director (Principal Financial Officer)
/s/ Mark T. Schwetschenau ----- Mark T. Schwetschenau	Vice President and Controller (Principal Accounting Officer)
/s/ Y. Marc Belton ----- Y. Marc Belton	Director
/s/ John D. Correnti ----- John D. Correnti	Director
/s/ Jerry E. Dempsey ----- Jerry E. Dempsey	Director
/s/ Abbie J. Griffin ----- Dr. Abbie J. Griffin	Director
/s/ Michael N. Hammes ----- Michael N. Hammes	Director
/s/ Allen J. Krowe ----- Allen J. Krowe	Director
/s/ David McAllister ----- David McAllister	Director
/s/ Southwood J. Morcott ----- Southwood J. Morcott	Director
/s/ William F. Patient ----- William F. Patient	Director

