

ALLEN JOHN J
Form 3
June 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â ALLEN JOHN J
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/18/2012

3. Issuer Name and Ticker or Trading Symbol

NAVISTAR INTERNATIONAL CORP [NAV]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Pres. NA Truck/Parts Ops Subs

C/O NAVISTAR INTERNATIONAL CORPORATION,Â 2701 NAVISTAR DRIVE
(Street)

LISLE,Â ILÂ 60532

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,693	D	Â
Deferred Share Units ⁽¹⁾	1,821	D	Â
Premium Share Units ⁽²⁾	5,094	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â (3)	12/16/2018	Common Stock	11,199	\$ 22.655	D	Â
Employee Stock Option (right to buy)	Â (4)	12/15/2016	Common Stock	21,306	\$ 35.805	D	Â
Employee Stock Option (right to buy)	04/14/2011	12/11/2012	Common Stock	3,984	\$ 49.215	D	Â
Employee Stock Option (right to buy)	04/14/2011	12/09/2013	Common Stock	2,670	\$ 49.215	D	Â
Employee Stock Option (right to buy)	04/14/2011	12/10/2013	Common Stock	6,922	\$ 49.215	D	Â
Employee Stock Option (right to buy)	Â (5)	12/14/2017	Common Stock	27,800	\$ 58.915	D	Â
Employee Stock Option (right to buy)	Â (6)	12/19/2018	Common Stock	27,800	\$ 37.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN JOHN J C/O NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	Â	Â	Â	Pres. NA Truck/Parts Ops Subs

Signatures

Curt A. Kramer, Attorney
in fact 06/26/2012

__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 Deferred Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Deferred Share Unit represents one share of Navistar Common Stock.
 - (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.

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- (3) The Option originally covered 31,959 shares and became exercisable as to 10,653 shares on 12/16/2009, as to 10,653 shares on 12/16/2010 and as to 10,653 shares on 12/16/2011.
- (4) The Option originally covered 31,959 shares and became exercisable as to 10,653 shares on 12/15/2010 and as to 10,653 shares on 12/15/2011, and will become exercisable as to 10,653 shares on 12/15/2012.
- (5) The Option became exercisable as to 9,267 shares on 12/14/2011, and will become exercisable as to 9,266 shares on 12/14/2012 and as to 9,267 shares on 12/14/2013.
- (6) The Option will become exercisable as to 9,267 shares on 12/19/2012, as to 9,266 shares on 12/19/2013 and as to 9,267 shares on 12/19/2014.

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.