

LEDERER JAMES P
Form 4
January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
LEDERER JAMES P

(Last) (First) (Middle)

5775 MOREHOUSE DR.

(Street)

SAN DIEGO, CA 92121-1714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUALCOMM INC/DE [QCOM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Bus. Planning & Finance

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 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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
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Diluted earnings per share attributable to Navistar International Corporation

0.23 3.27 **0.42** 0.16

Market price range-common stock

High

41.52 33.34 **52.43** 38.10

Low

31.53 15.24 **36.79** 22.25

155

Table of Contents**Navistar International Corporation****Notes to Consolidated Financial Statements (Continued)**

(in millions, except per share data and percentages)	3 rd Quarter Ended July 31,		4 th Quarter Ended October 31,	
	2010	2009	2010 ^(C)	2009
Sales and revenues, net	\$ 3,221	\$ 2,506	\$ 3,372	\$ 3,285
Manufacturing gross margin ^{(A)(B)}	637	314	551	602
Impairment of property and equipment				31
Income (loss) before extraordinary gain ^(B)	149	(28)	45	104
Extraordinary gain, net of tax		23		
Net income (loss) ^(B)	149	(5)	45	104
Less: Net income attributable to non-controlling interests	12	7	6	18
Net income (loss) attributable to Navistar International Corporation ^(B)	\$ 137	\$ (12)	\$ 39	\$ 86
Basic earnings (loss) per share :				
Income (loss) attributable to Navistar International Corporation before extraordinary gain	\$ 1.89	\$ (0.49)	\$ 0.55	\$ 1.21
Extraordinary gain, net of tax		0.33		
Net income (loss) attributable to Navistar International Corporation	\$ 1.89	\$ (0.16)	\$ 0.55	\$ 1.21
Diluted earnings (loss) per share:				
Income (loss) attributable to Navistar International Corporation before extraordinary gain	\$ 1.83	\$ (0.49)	\$ 0.54	\$ 1.19
Extraordinary gain, net of tax		0.33		
Net income (loss) attributable to Navistar International Corporation	\$ 1.83	\$ (0.16)	\$ 0.54	\$ 1.19
Market price range-common stock				
High	\$ 58.00	\$ 48.94	\$ 53.83	\$ 48.26
Low	44.00	35.84	40.58	31.71

(A) Manufacturing gross margin is calculated by subtracting *Costs of products sold* from *Sales of manufactured products, net*.

(B) We record adjustments to our product warranty accrual to reflect changes in our estimate of warranty costs for products sold in prior periods. Such adjustments typically occur when claims experience deviates from historic and expected trends.

(C) In the fourth quarter of 2010, we recorded out-of-period adjustments of \$10 million. See Note 1, *Summary of significant accounting policies*, for more information.

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Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*
None.

Item 9A. *Controls and Procedures*
(a) *Evaluation of Disclosure Controls and Procedures*

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

Management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of October 31, 2010. Based on the evaluation, management has concluded that the disclosure controls and procedures were effective as of October 31, 2010.

(b) *Changes in Internal Control over Financial Reporting*

There were no material changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15 and 15d-15 that occurred during the quarter ended October 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(c) *Management's Report on Internal Control over Financial Reporting*

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed by, and under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by management and our Board of Directors to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Internal control over financial reporting includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company.

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP and that receipts and expenditures of the Company are being made in accordance with authorization of our management and our Board of Directors.

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of the effectiveness of our internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the internal control over financial reporting as of October 31, 2010 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework*. As a result of that evaluation, management concluded that our internal control over financial reporting was effective as of October 31, 2010.

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Our independent registered public accounting firm, KPMG LLP, has audited the Company's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting as of October 31, 2010. Their report appears in this Annual Report on Form 10-K.

Item 9B. *Other Information*

None.

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PART III

Item 10. *Directors, Executive Officers, and Corporate Governance*

A list of our executive officers and biographical information appears in Part I, Item 1 of this report. Information about our directors, and additional information about our executive officers, may be found under the caption *Proposal 1 Election of Directors* in our Proxy Statement for the Annual Meeting of Stockholders to be held February 15, 2011 (the *Proxy Statement*). Information about our Audit Committee may be found under the caption *Board Committees and Meetings* and *Audit Committee Report* in the Proxy Statement. That information is incorporated herein by reference.

The information in the Proxy Statement set forth under the caption *Section 16(a) Beneficial Ownership Reporting Compliance* and *Code of Conduct* is incorporated herein by reference.

Item 11. *Executive Compensation*

The information in the Proxy Statement set forth under the caption *Compensation* is incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information in the Proxy Statement set forth under the captions *Persons Owning More Than Five Percent of Navistar Common Stock*, *Navistar Common Stock Owned by Executive Officers and Directors*, and *Equity Compensation Plan Information* is incorporated herein by reference.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information set forth in the Proxy Statement under the captions *Related Party Transactions and Approval Policy* and *Director Independence Determinations* is incorporated herein by reference.

Item 14. *Principal Accounting Fees and Services*

Information concerning principal accountant fees and services appears in the Proxy Statement under the heading *Independent Registered Public Accounting Firm Fee Information* and is incorporated herein by reference.

Table of Contents**PART IV****Item 15. Exhibits and Financial Statement Schedules
Financial Statements**

See Item 8 Financial Statements and Supplementary Data

Financial statement schedules are omitted because of the absence of the conditions under which they are required or because information called for is shown in the consolidated financial statements and notes thereto.

Exhibit:		Page
(3)	Articles of Incorporation and By-Laws	E-1
(4)	Instruments Defining the Rights of Security Holders, Including Indentures	E-2
(10)	Material Contracts	E-3
(11)	Computation of Earnings per Share (incorporated by reference from Note 20, <i>Earnings per share</i> , to the accompanying consolidated financial statements)	142
(12)	Computation of Ratio of Earnings to Fixed Charges	E-20
(21)	Subsidiaries of the Registrant	E-21
(23.1)	Consent of Independent Registered Public Accounting Firm	E-22
(23.2)	Consent of Independent Registered Public Accounting Firm	E-23
(24)	Power of Attorney	E-24
(31.1)	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	E-25
(31.2)	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	E-26
(32.1)	CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	E-27
(32.2)	CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	E-28
(99.1)	Additional Financial Information (Unaudited)	E-29
(99.2)	Additional Financial Information (Audited)	E-37
(99.3)	Additional Financial Information (Unaudited)	E-46
(101.INS)*	XBRL Instance Document	N/A
(101.SCH)*	XBRL Taxonomy Extension Schema Document	N/A
(101.CAL)*	XBRL Taxonomy Extension Calculation Linkbase Document	N/A
(101.LAB)*	XBRL Taxonomy Extension Label Linkbase Document	N/A
(101.PRE)*	XBRL Taxonomy Extension Presentation Linkbase Document	N/A
(101.DEF)*	XBRL Taxonomy Extension Definition Linkbase Document	N/A

* Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act and otherwise are not subject to liability under those sections.

All exhibits other than those indicated above are omitted because of the absence of the conditions under which they are required or because the information called for is shown in the financial statements and notes thereto in the Annual Report on Form 10-K for the year ended October 31, 2010.

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NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION
(Registrant)

/s/ RICHARD C. TARAPCHAK
Richard Tarapchak
Vice President and Controller
(Principal Accounting Officer)

December 21, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ DANIEL C. USTIAN Daniel C. Ustian	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)	December 21, 2010
/s/ ANDREW J. CEDEROTH Andrew J. Cederoth	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 21, 2010
/s/ RICHARD C. TARAPCHAK Richard Tarapchak	Vice President and Controller (Principal Accounting Officer)	December 21, 2010
/s/ EUGENIO CLARIOND Eugenio Clariond	Director	December 21, 2010
/s/ JOHN D. CORRENTI John D. Correnti	Director	December 21, 2010
/s/ DIANE H. GULYAS Diane H. Gulyas	Director	December 21, 2010

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/s/ MICHAEL N. HAMMES	Director	December 21, 2010
Michael N. Hammes		
/s/ DAVID D. HARRISON	Director	December 21, 2010
David D. Harrison		
/s/ JAMES H. KEYES	Director	December 21, 2010
James H. Keyes		
/s/ STEVEN J. KLINGER	Director	December 21, 2010
Steven J. Klinger		
/s/ WILLIAM H. OSBORNE	Director	December 21, 2010
William H. Osborne		
/s/ DENNIS D. WILLIAMS	Director	December 21, 2010
Dennis D. Williams		