

NAVISTAR INTERNATIONAL CORP  
 Form 4  
 September 20, 2005

**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 \*  
 TURBEVILLE PAMELA J

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)  
 4201 WINFIELD ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/16/2005

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 CEO of Finance Subsidiary

WARRENVILLE, IL 60555

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 09/16/2005                           |  | M                              | V   | 13,273 A \$ 25.875  | 32,951   | D                                 |
| Common Stock                    | 09/16/2005                           |  | F                              |   | 11,330 D \$ 34.13   | 21,621   | D                                 |
| Common Stock                    | 09/16/2005                           |  | M                              |   | 14,091 A \$ 21.22   | 35,712   | D                                 |
| Common Stock                    | 09/16/2005                           |  | F                              |   | 10,864 D \$ 34.13   | 24,848   | D                                 |
| Premium Share Units             |                                      |  |                                |   |   | 3,832  | D                                 |

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 25.875  | 09/16/2005                           |  | M                              | 13,273  | (1) 12/16/2008   | Common Stock  | 13,273                        |
| Stock Options (Right to buy)               | \$ 21.22   | 09/16/2005                           |  | M                              | 14,091  | (2) 12/13/2010   | Common Stock  | 14,091                        |
| Stock Options (Right to buy)               | \$ 34.13   | 09/16/2005                           |  | A                              | 11,009  | 03/16/2006 12/16/2008                                    | Common Stock  | 11,009                        |
| Stock Options (Right to buy)               | \$ 34.13   | 09/16/2005                           |  | A                              | 10,331  | 03/16/2006 12/13/2010                                    | Common Stock  | 10,331                        |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |                           |
|--|---------------|-----------|---------|---------------------------|
|  | Director      | 10% Owner | Officer | Other                     |
| TURBEVILLE PAMELA J<br>4201 WINFIELD ROAD<br>WARRENVILLE, IL 60555 |               |           |         | CEO of Finance Subsidiary |

## Signatures

Robert J. Perna, Attorney  
in fact 09/20/2005

\_\_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) These options were exercisable in three equal installments on December 15, 1999, 2000, and 2001.
- (2) The options disposed were part of a grant of 34,286 options that were granted on 12/12/2000 and which became exercisable as follows: 12,999 on 12/12/2001; 12,999 on 12/12/2002; and 8,288 on 12/12/2003.

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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