

Tech Eric M.
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 *

^ Tech Eric M.
(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. Global Truck/Eng Subsid

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

LISLE, ^ IL ^ 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 | 15,522 | D | ^ |
| Premium Share Units ⁽¹⁾ | 1,355 | D | ^ |

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

SEC 1473 (7-02)

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.

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 (2) | 12/16/2018 | Common Stock | 2,323 | \$ 22.655 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 12/15/2016 | Common Stock | 13,802 | \$ 35.805 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/14/2017 | Common Stock | 20,000 | \$ 58.915 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/19/2018 | Common Stock | 20,000 | \$ 37.2 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Tech Eric M. C/O NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532 | Â | Â | Â | Pres. Global Truck/Eng Subsid |

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 Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.
- (2) The Option originally covered 6,968 shares and became exercisable as to 2,323 shares on 12/16/2009, as to 2,322 shares on 12/16/2010 and as to 2,323 shares on 12/16/2011.
- (3) The Option originally covered 20,703 shares and became exercisable as to 6,901 shares on 12/15/2010 and as to 6,901 shares on 12/15/2011, and will become exercisable as to 6,901 shares on 12/15/2012.
- (4) The Option became exercisable as to 6,667 shares on 12/14/2011, and will become exercisable as to 6,666 shares on 12/14/2012 and as to 6,667 shares on 12/14/2013.
- (5) The Option will become exercisable as to 6,667 shares on 12/19/2012, as to 6,666 shares on 12/19/2013 and as to 6,667 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.