

NAVISTAR INTERNATIONAL CORP
Form 3
August 27, 2015

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 McMenamin William V
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 08/24/2015

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)

NAVISTAR INTERNATIONAL CORPORATION,Â 2701
 NAVISTAR DRIVE
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President Fin Serv & Treasurer

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 | 12,906 | D | Â |
| Premium Share Units ⁽¹⁾ | 1,681 | 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)

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | (Instr. 4) | | | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) | |
|--------------------------------------|---------------------------|------------|----------------------------|------------------------------|---|------------|---|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | Â (2) | 10/18/2015 | Common Stock | 2,500 | \$ 26.15 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 12/16/2018 | Common Stock | 1,202 | \$ 22.655 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/14/2017 | Common Stock | 3,300 | \$ 58.915 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/19/2018 | Common Stock | 3,300 | \$ 37.2 | D | Â |
| Employee Stock Option (right to buy) | 02/19/2016 ⁽⁶⁾ | 02/19/2020 | Common Stock | 9,663 | \$ 27.24 | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 820 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McMenamin William V NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532 | Â | Â | Â President Fin Serv & Treasurer | Â |

Signatures

Curt A. Kramer, Attorney
in fact

08/26/2015

__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 became exercisable as to 834 shares on 10/18/2006; as to 833 shares on 10/18/2007; and as to 833 shares on 10/18/2008.
The number of stock options reported is from an award of 4,422 options granted on 12/16/2008 that became exercisable as to 1,474 shares on 12/16/2009; as to 1,474 shares on 12/16/2010 and as to 1,474 shares on 12/16/2011. The option was exercised as to 100 of the shares on 9/14/2011 and as to 3,120 of the shares on 6/18/2013.
- (3) on 12/16/2009; as to 1,474 shares on 12/16/2010 and as to 1,474 shares on 12/16/2011. The option was exercised as to 100 of the shares on 9/14/2011 and as to 3,120 of the shares on 6/18/2013.
- (4) The option became exercisable as to 1,100 shares on 12/14/2011; as to 1,100 shares on 12/14/2012; and as to 1,100 shares on 12/14/2013.
- (5) The option became exercisable as to 1,100 shares on 12/19/2012; as to 1,100 shares on 12/19/2013; and as to 1,100 shares on 12/19/2014.
- (6) The vesting of the option was subject to performance metrics that were previously achieved.

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- The number of restricted stock units (RSUs) reported is from an award of 1,230 RSUs granted on 2/3/2014 that has been paid in cash as
- (7) to 410 shares on 2/3/2015 and will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, as to 410 shares on 2/3/2016; and as to 410 shares on 2/3/2017.
 - (8) Each RSU represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless the Corporation elects to settle the RSUs in common stock.

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.