Tarapchak Richard C Form 4 December 20, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Tarapchak Richard C Issuer Symbol NAVISTAR INTERNATIONAL (Check all applicable) CORP [NAV] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) below) 4201 WINFIELD ROAD 12/19/2011 VP & Corporate Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

WARRENVILLE, IL 60555

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	8,357	D	
Premium Share Units (1)					1,704	D	
Common Stock					1,333.5131	I	Navistar 401(k) Plan

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

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.2	12/19/2011		A	5,200	(2)	12/19/2018	Common Stock	5,200
Restricted Stock Units	(3)	12/19/2011		A	2,080	<u>(4)</u>	<u>(4)</u>	Common Stock	2,080

Reporting Owners

Reporting Owner Name / Address	Kelationships
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Director 10% Owner Officer Other

Tarapchak Richard C 4201 WINFIELD ROAD WARRENVILLE, IL 60555

VP & Corporate Controller

Signatures

Curt A. Kramer, Attorney

in fact 12/20/2011

**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) The Premium Share Units were acquired under Navistar's Executive Stock Ownerhip Program. Each Premium Share Unit represents one share of Navistar Common Stock.
- (2) The Option becomes exercisable as to 1,734 shares on 12/19/2012 and as to 1,733 shares on 12/19/2013 and as to 1,733 shares on 12/19/2014.

Reporting Owners 2

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- (3) Each restricted stock unit represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis.
- (4) The restricted stock units become payable in cash in three annual installments as follows: 694 shares on 12/19/2012; 693 shares on 12/19/2013 and 693 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.