

ALLEN JOHN J  
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 \*

Â ALLEN JOHN J  
(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. NA Truck/Parts Ops Subs

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

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                        | 28,693  | D  | Â   |
| Deferred Share Units <sup>(1)</sup> | 1,821   | D  | Â   |
| Premium Share Units <sup>(2)</sup>  | 5,094   | 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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Employee Stock Option<br>(right to buy)       | Â (3)  | 12/16/2018         | Common<br>Stock  | 11,199                           | \$ 22.655  | D  | Â  |
| Employee Stock Option<br>(right to buy)       | Â (4)  | 12/15/2016         | Common<br>Stock  | 21,306                           | \$ 35.805  | D  | Â  |
| Employee Stock Option<br>(right to buy)       | 04/14/2011   | 12/11/2012         | Common<br>Stock  | 3,984                            | \$ 49.215  | D  | Â  |
| Employee Stock Option<br>(right to buy)       | 04/14/2011   | 12/09/2013         | Common<br>Stock  | 2,670                            | \$ 49.215  | D  | Â  |
| Employee Stock Option<br>(right to buy)       | 04/14/2011   | 12/10/2013         | Common<br>Stock  | 6,922                            | \$ 49.215  | D  | Â  |
| Employee Stock Option<br>(right to buy)       | Â (5)  | 12/14/2017         | Common<br>Stock  | 27,800                           | \$ 58.915  | D  | Â  |
| Employee Stock Option<br>(right to buy)       | Â (6)  | 12/19/2018         | Common<br>Stock  | 27,800                           | \$ 37.2  | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| ALLEN JOHN J<br>C/O NAVISTAR INTERNATIONAL<br>CORPORATION<br>2701 NAVISTAR DRIVE<br>LISLE, IL 60532 | Â             | Â         | Â       | Pres. NA Truck/Parts Ops Subs |

## 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 Deferred Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Deferred Share Unit represents one share of Navistar Common Stock.
- (2) The Premium Share Units were acquired under Navistar's Executive Stock Ownership Program. Each Premium Share Unit represents one share of Navistar Common Stock.

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- (3) The Option originally covered 31,959 shares and became exercisable as to 10,653 shares on 12/16/2009, as to 10,653 shares on 12/16/2010 and as to 10,653 shares on 12/16/2011.
- (4) The Option originally covered 31,959 shares and became exercisable as to 10,653 shares on 12/15/2010 and as to 10,653 shares on 12/15/2011, and will become exercisable as to 10,653 shares on 12/15/2012.
- (5) The Option became exercisable as to 9,267 shares on 12/14/2011, and will become exercisable as to 9,266 shares on 12/14/2012 and as to 9,267 shares on 12/14/2013.
- (6) The Option will become exercisable as to 9,267 shares on 12/19/2012, as to 9,266 shares on 12/19/2013 and as to 9,267 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.