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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tarapchak Richard C

(Last) (First) (Middle)

4201 WINFIELD ROAD

(Street)

WARRENVILLE, IL 60555

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NAVISTAR INTERNATIONAL CORP [NAV]

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP & Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								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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SEC 1474 (9-02)

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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. 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 Securities (Instr. 3 and 4)		8 D S (I
				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		(4)	(4)	Common Stock	2,080	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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.

(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.
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