

NAVISTAR INTERNATIONAL CORP
 Form 4
 December 22, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Covey Steven K

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP & General Counsel

(Last) (First) (Middle)
 NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2016

(Street)
 LISLE, IL 60532

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

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 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	12/21/2016		M		20,703	A	\$ 22.655
Common Stock	12/21/2016		D		16,269	D	\$ 31.8
Premium Share Units ⁽¹⁾							3,601
Common Stock							2,418.6155
						I	By Navistar

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- (2) The Option became exercisable in three annual installments as follows: 6,901 shares on 12/16/2009; 6,901 shares on 12/16/2010; and 6,901 shares on 12/16/2011.

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