Edgar Filing: PATIENT WILLIAM F - Form 4

PATIENT WIL	LIAM F										
Form 4											
January 03, 200	5										
FORM 4	FORM 4								PPROVAL		
	UNITEDSI	TATES		TIES AN ington, I			GE C	COMMISSION	OMB Number:	3235-0287	
Check this bo if no longer	ЭХ								Expires:	January 31	
subject to Section 16. Form 4 or	STATEME	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 0.	
Form 5 obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(a)	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 Resp	oonses)										
1. Name and Address of Reporting Person <u>*</u> PATIENT WILLIAM F			2. Issuer Name and Ticker or Trading Symbol NAVISTAR INTERNATIONAL				5. Relationship of Reporting Person(s) to Issuer				
			CORP [NAV]				(Check all applicable)				
(Last) 4201 WINFIEI	· · · ·	(Month/Da			-			X_ Director10% Owner Officer (give titleOther (specify below)below)			
(Street)			4. If Amendment, Date OriginalFiled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
WARRENVIL	LE, IL 60555		i neu(monu	"Day" (car)				_X_ Form filed by 0 Form filed by N Person			
(City)	(State) (Zi	p)	Table	I - Non-De	rivative Se	ecuritie	es Acq	uired, Disposed of	f, or Beneficial	ly Owned	
	2. Transaction Date Month/Day/Year)	Executio any		3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 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)	-	
Common Stock					0 unit	()		1,000	D		
Restricted Common Stock								1,166	D		

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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amc or Num of Sł
Phantom Stock Units	\$ 0 <u>(1)</u>	12/29/2004		А	34.172	12/29/2004 <u>(2)</u>	12/29/2004 <u>(2)</u>	Common Stock	34.

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PATIENT WILLIAM F 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Х						
Signatures							
Robert J. Perna, Attorney in fact	01	/03/2005					
**Signature of Reporting Person		Date					
Explanation of Responses:							

* If the form is filed by more than one reporting person see Inst

- * 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) Conversion is on a 1 for 1 basis
- (2) The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

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.