Edgar Filing: PATIENT WILLIAM F - Form 4

| PATIENT WILL | LIAM F | | | | | | | | | | |
|---|---|--|---|---|---|----------|--|--|---|---|--|
| Form 4 | | | | | | | | | | | |
| January 04, 2005 | 5 | | | | | | | | | | |
| FORM 4 | ORM 4 | | | | | | | | | PPROVAL | |
| | FATES | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0287 | | |
| Check this bo if no longer | | | | | | | | | Expires: | January 31, 2005 | |
| subject to Section 16. Form 4 or | STATEME | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | Estimated average burden hours per | |
| Form 5 obligations may continue <i>See</i> Instructio 1(b). | Section 17(a) | response 0 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 | onses) | | | | | | | | | | |
| 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 WINFIEL | | (М | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004 | | | | X_ Director10% Owner Officer (give titleOther (specify below)below) | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6 Individual on Joint/Crown Filing/Chash | | | |
| | | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| WARRENVILI | LE, IL 60555 | | | | | | | Form filed by N Person | | | |
| (City) | (State) (Z | ip) | Table | I - Non-De | rivative Se | ecuritie | es Acq | uired, Disposed of | f, or Beneficial | lly Owned | |
| | Transaction Date 2A. Deemed fonth/Day/Year) Execution Da any (Month/Day/ | | on Date, if | Date, if TransactionAcquired (A) or Code Disposed of (D) | | | | 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 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transactio 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 Amo Underlying Secu (Instr. 3 and 4) |
|---|---|---|---|--|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | An Title Nu Sha |
| Phantom Stock Units | \$ 0 <u>(1)</u> | 12/31/2004 | | А | 357.021 | 12/31/2004 <u>(2)</u> 12/31/2004 <u>(2</u> | Common 35 Stock 35 |

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 | | | | | | |

**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) Conversion is on a 1 for 1 basis.
- The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be (2) 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.