

NAVISTAR INTERNATIONAL CORP

Form 4

September 20, 2005

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

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

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TURBEVILLE PAMELA J

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4201 WINFIELD ROAD

(Street)

WARRENVILLE, IL 60555

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2005

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
CEO of Finance Subsidiary

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/16/2005		M	13,273 A	\$ 25.875 32,951	D	
Common Stock	09/16/2005		F	11,330 D	\$ 34.13 21,621	D	
Common Stock	09/16/2005		M	14,091 A	\$ 21.22 35,712	D	
Common Stock	09/16/2005		F	10,864 D	\$ 34.13 24,848	D	
Premium Share Units					3,832	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 25.875	09/16/2005		M			13,273	<u>(1)</u>	12/16/2008	Common Stock	13,273
Stock Options (Right to buy)	\$ 21.22	09/16/2005		M			14,091	<u>(2)</u>	12/13/2010	Common Stock	14,091
Stock Options (Right to buy)	\$ 34.13	09/16/2005		A		11,009		03/16/2006	12/16/2008	Common Stock	11,009
Stock Options (Right to buy)	\$ 34.13	09/16/2005		A		10,331		03/16/2006	12/13/2010	Common Stock	10,331

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TURBEVILLE PAMELA J
4201 WINFIELD ROAD
WARRENVILLE, IL 60555

CEO of Finance Subsidiary

Signatures

Robert J. Perna, Attorney
in fact

09/20/2005

__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) These options were exercisable in three equal installments on December 15, 1999, 2000, and 2001.
- (2) The options disposed were part of a grant of 34,286 options that were granted on 12/12/2000 and which became exercisable as follows:
12,999 on 12/12/2001; 12,999 on 12/12/2002; and 8,288 on 12/12/2003.

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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