## Edgar Filing: POPE JOHN C - Form 4

POPE JOHN C											
Form 4 April 02, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL 3235-0287			
Washington, D.C. 20549Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations 						Expires: Estimated burden hou response	urs per				
(Print or Type Respon	nses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol NAVISTAR INTERNATIONAL CORP [NAV]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ( NAVISTAR INT CORPORATION DRIVE	TERNATIO			of Earliest T Day/Year) 2013	ransaction			X Director Officer (giv below)		% Owner her (specify	
				. If Amendment, Date Original iled(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				
LISLE, IL 60532	2							Person	More than One R	eporting	
(City) (	State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned	
	Security (Month/Day/Year) Execution Date, if		TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 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)	Indirect			
Reminder: Report on	a separate lin	e for each cl	ass of sec	urities benet	ficially ow	ned di	rectly o	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	04/01/2013		А	585.052	(2)	(2)	Common Stock	585.052	

## **Reporting Owners**

Reporting Owner Name / Add	Relationships					
	Director	10% Owner	Officer	Other		
POPE JOHN C NAVISTAR INTERNATIONAL COI 2701 NAVISTAR DRIVE LISLE, IL 60532	RPORATION	Х				
Signatures						
Curt A. Kramer, Attorney in Fact	04/02/2013					
**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.
- (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.