

Lisboa Persio V  
Form 4  
February 13, 2018

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lisboa Persio V

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)

NAVISTAR INTERNATIONAL  
CORPORATION, 2701 NAVISTAR  
DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & Chief Operating Officer

(Street)

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

LISLE, IL 60532

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/10/2018		F		7,136	D	\$ 40.46	58,349	D
Common Stock	02/11/2018		M		6,325	A	\$ 0 <sup>(1)</sup>	64,674	D
Common Stock	02/11/2018		D		6,325	D	\$ 40.46	58,349	D
Common Stock	02/11/2018		M		7,589	A	\$ 0 <sup>(2)</sup>	65,938	D
	02/11/2018		D		7,589	D		58,349	D

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Common Stock	\$ 40.46		
Deferred Share Units (3)	2,365	D	
Premium Shares Units (4)	425	D	

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Rights	\$ 0	02/11/2018		M	6,325	02/11/2018 <sup>(1)</sup> 02/11/2018 <sup>(1)</sup>	Common Stock
Performance Rights	\$ 0	02/11/2018		M	7,589	02/11/2018 <sup>(2)</sup> 02/11/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lisboa Persio V NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	EVP & Chief Operating Officer

## Signatures

Richard E. Bond Attorney  
in fact

02/13/2018

\_\_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).

On February 11, 2015, the reporting person was granted 12,649 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain Revenue Growth

- (1) performance conditions measured over a three year period. It was determined on December 12, 2017, that the performance conditions were partially met, resulting in the reporting person receiving 6,325 units. The units acquired continued to be subject to service vesting conditions and vested in full on 2/11/2018.

On February 11, 2015, the reporting person was granted 12,649 performance units, with each unit representing the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, subject to Navistar's satisfaction of certain EBITDA Margin

- (2) performance conditions measured over a three year period. It was determined on December 12, 2017, that the performance conditions were partially met, resulting in the reporting person receiving 7,589 units. The units acquired continued to be subject to service vesting conditions and vested in full on 2/11/2018.

- (3) The deferred share units were acquired under Navistar's Executive Stock Ownership Program. Each deferred share unit represents one share of Navistar common stock.

- (4) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.

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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