

NAVISTAR INTERNATIONAL CORP

Form 4

June 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RACHESKY MARK H MD

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)
40 WEST 57TH STREET, 24TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	06/22/2012		J ⁽¹³⁾	A	\$ 0	640,295	I	See Footnote (1) (2)
Common Stock	06/22/2012		J ⁽¹⁴⁾	A	\$ 0	701,587	I	See Footnote (1) (2)
Common Stock	06/22/2012		J ⁽¹⁵⁾	A	\$ 0	85,594	I	See Footnote (3) (4)
Common	06/22/2012		J ⁽¹⁶⁾	A	\$ 0	93,795	I	See

Stock									Footnote (3) (4)
Common Stock	06/22/2012		J ⁽¹⁷⁾	5,016,575	A	\$ 0	7,780,369	I	See Footnote (5) (6)
Common Stock	06/22/2012		J ⁽¹⁸⁾	760,086	A	\$ 0	8,540,455	I	See Footnote (5) (6)

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 Securities (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Forward Transaction (right to buy) ⁽⁷⁾	⁽¹⁹⁾	06/22/2012		J ⁽¹³⁾		412,088	⁽²¹⁾ ⁽²³⁾	Common Stock	412,088
Forward Transaction (right to buy) ⁽¹⁰⁾	⁽²⁰⁾	06/22/2012		J ⁽¹⁴⁾		61,292	⁽²¹⁾ ⁽²⁴⁾	Common Stock	61,292
Forward Transaction (right to buy) ⁽⁸⁾	⁽¹⁹⁾	06/22/2012		J ⁽¹⁵⁾		55,093	⁽²¹⁾ ⁽²³⁾	Common Stock	55,093
Forward Transaction (right to buy) ⁽¹¹⁾	⁽²⁰⁾	06/22/2012		J ⁽¹⁶⁾		8,201	⁽²¹⁾ ⁽²⁴⁾	Common Stock	8,201
Forward Transaction (right to buy) ⁽⁹⁾	⁽¹⁹⁾	06/22/2012		J ⁽¹⁷⁾		5,016,575	⁽²²⁾ ⁽²³⁾	Common Stock	5,016,575

Forward
Transaction
(right to
buy) (12)

(20)

06/22/2012

J(18)

760,086

(22)(24)Common
Stock

760,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RACHESKY MARK H MD 40 WEST 57TH STREET 24TH FLOOR NEW YORK, NY 10019		X		
MHR Holdings LLC 40 WEST 57TH STREET 24TH FLOOR NEW YORK, NY 10019		X		
MHR FUND MANAGEMENT LLC 40 WEST 57TH STREET 24TH FLOOR NEW YORK, NY 10019		X		
MHR Institutional Partners III LP 40 WEST 57TH STREET 24TH FLOOR NEW YORK, NY 10019		X		
MHR Institutional Advisors III LLC 40 WEST 57TH STREET 24TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Janet Yeung,
Attorney-in-Fact

06/25/2012

__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).

- These shares are held for the account of MHR Capital Partners Master Account LP, an Anguilla, British West Indies limited partnership ("Master Account"). MHR Advisors LLC, a Delaware limited liability company ("Advisors"), is the general partner of Master Account. Mark H. Rachesky, M.D. ("Dr. Rachesky") is the managing member of Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Master Account. MHR Fund Management LLC ("Fund Management") has an investment management agreement with Master Account pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Master Account and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Master Account. MHR Holdings LLC
- (1) (continued from footnote 1) ("MHR Holdings"), a Delaware limited liability company, is the managing member of Fund Management and, in such capacity, may be deemed to beneficially own any shares that are deemed to be beneficially owned by Fund Management.

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Accordingly, MHR Holdings may be deemed to beneficially own the shares held for the account of Master Account.

These shares are held for the account of MHR Capital Partners (100) LP, a Delaware limited partnership ("Capital Partners (100)"). Advisors is the general partner of Capital Partners (100). Dr. Rachesky is the managing member of Advisors. In such capacity, Dr.

- (3) Rachesky may be deemed to be the beneficial owner of the shares held for the account of Capital Partners (100). Fund Management has an investment management agreement with Capital Partners (100) pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Capital Partners (100) and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Capital Partners (100).

- (4) (continued from footnote 3) MHR Holdings is the managing member of Fund Management and, in such capacity, may be deemed to beneficially own any shares that are deemed to be beneficially owned by Fund Management. Accordingly, MHR Holdings may be deemed to beneficially own the shares held for the account of Capital Partners (100).

These shares are held for the account of MHR Institutional Partners III LP, a Delaware limited partnership ("Institutional Partners III"). MHR Institutional Advisors III LLC, a Delaware limited liability company ("Institutional Advisors III") is the general partner of

- (5) Institutional Partners III. Dr. Rachesky is the managing member of Institutional Advisors III. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners III. Fund Management has an investment management agreement with Institutional Partners III pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners III and, accordingly,

- (6) (continued from footnote 5) Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners III. MHR Holdings is the managing member of Fund Management and, in such capacity, may be deemed to beneficially own any shares that are deemed to be beneficially owned by Fund Management. Accordingly, MHR Holdings may be deemed to beneficially own the shares held for the account of Institutional Partners III.

- (7) Forward Transaction, dated as of June 6, 2012, by and between Deutsche Bank AG, London Branch ("DB"), with Deutsche Bank Securities Inc. as agent, and Master Account (the "DB Master Account Forward Transaction").

- (8) Forward Transaction, dated as of June 6, 2012, by and between DB, Deutsche Bank Securities Inc. as agent, and Capital Partners (100) (the "DB Capital Partners (100) Forward Transaction").

- (9) Amended and Restated Forward Transaction, dated as of June 12, 2012, by and between DB, Deutsche Bank Securities Inc. as agent, and Institutional Partners III (the "DB Institutional Partners III Forward Transaction" and, together with the DB Master Account Forward Transaction and the DB Capital Partners (100) Forward Transaction, the "DB Forward Transactions").

- (10) Forward Transaction, dated as of June 14, 2012, by and between Societe Generale ("SG") and Master Account (the "SG Master Account Forward Transaction").

- (11) Forward Transaction, dated as of June 14, 2012, by and between SG and Capital Partners (100) (the "SG Capital Partners (100) Forward Transaction").

- (12) Forward Transaction, dated as of June 14, 2012, by and between SG and Institutional Partners III (the "SG Institutional Partners III Forward Transaction" and, together with the SG Master Account Forward Transaction and the SG Capital Partners (100) Forward Transaction, the "SG Forward Transactions").

- (13) On June 22, 2012, Master Account delivered a notice to DB electing to physically settle the DB Master Account Forward Transaction by delivery of 412,088 shares of Common Stock. As required by the DB Master Account Forward Transaction, the settlement date for physical delivery of such shares will occur on or before June 29, 2012.

- (14) On June 22, 2012, Master Account delivered a notice to SG electing to physically settle the SG Master Account Forward Transaction by delivery of 61,292 shares of Common Stock. As required by the SG Master Account Forward Transaction, the settlement date for physical delivery of such shares will occur on or before June 29, 2012.

- (15) On June 22, 2012, Capital Partners (100) delivered a notice to DB electing to physically settle the DB Capital Partners (100) Forward Transaction by delivery of 55,093 shares of Common Stock. As required by the DB Capital Partners (100) Forward Transaction, the settlement date for physical delivery of such shares will occur on or before June 29, 2012.

- (16) On June 22, 2012, Capital Partners (100) delivered a notice to SG electing to physically settle the SG Capital Partners (100) Forward Transaction by delivery of 8,201 shares of Common Stock. As required by the SG Capital Partners (100) Forward Transaction, the settlement date for physical delivery of such shares will occur on or before June 29, 2012.

- (17) On June 22, 2012, following the early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Institutional Partners III delivered a notice to DB electing to physically settle the DB Institutional Partners III Forward Transaction by delivery of 5,016,575 shares of Common Stock. As required by the DB Institutional Partners III Forward Transaction, the settlement date for physical delivery of such shares will occur on or before June 29, 2012.

- (18) On June 22, 2012, following the early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Institutional Partners III delivered a notice to SG electing to physically settle the SG Institutional Partners III Forward

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Transaction by delivery of 760,086 shares of Common Stock. As required by the SG Institutional Partners III Forward Transaction, the settlement date for physical delivery of such shares will occur on or before June 29, 2012.

- (19) Upon the physical settlement of their respective DB Forward Transactions, each MHR entity is required to pay \$25.5507 to DB in exchange for each share of Common Stock underlying the DB Forward Transactions.
- (20) Upon the physical settlement of their respective SG Forward Transactions, each MHR entity is required to pay \$27.1252 to SG in exchange for each share of Common Stock underlying the SG Forward Transactions.
- (21) Each of the DB Master Account Forward Transaction, DB Capital Partners (100) Forward Transaction, SG Master Account Forward Transaction and SG Capital Partners (100) Forward Transaction, may be settled at any time, at the election of Master Account or Capital Partners (100), as the case may be, in cash or by delivery of Common Stock.
- (22) The DB Institutional Partners III Forward Transaction and SG Institutional Partners III Forward Transaction may be settled at any time at the election of Institutional Partners III in cash. In addition, the DB Institutional Partners III Forward Transaction and SG Institutional Partners III Forward Transaction may be settled at any time, at the election of Institutional Partners III, following the date that all required filings and any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 have been made or have expired (the "HSR Act Condition"), by delivery of Common Stock.
- (23) The shares of Common Stock underlying the DB Forward Transactions generally must be settled in either cash or physical delivery of such shares of Common Stock (subject, in the case of the DB Institutional Partners III Forward Transaction, to satisfaction of the HSR Act Condition) by June 12, 2013 or at such earlier date at the election of Master Account, Capital Partners (100) or Institutional Partners III, as the case may be.
- (24) The shares of Common Stock underlying the SG Forward Transactions generally must be settled in either cash or physical delivery of such shares of Common Stock (subject, in the case of the SG Institutional Partners III Forward Transaction, to satisfaction of the HSR Act Condition) by June 22, 2013 or at such earlier date at the election of Master Account, Capital Partners (100) or Institutional Partners III, as the case may be.

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.