

McMenamin William V
 Form 4
 December 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
 McMenamin William 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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President Fin Serv & Treasurer

NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

(Street)

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

LISLE, IL 60532

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					32,598	D	
Premium Share Units (1)					1,681	D	

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

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number.

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.67	12/12/2017		A	2,067 ⁽²⁾	02/11/2018 02/11/2022	Common Stock	2,067
Employee Stock Option (right to buy)	\$ 27.67	12/12/2017		A	1,723 ⁽³⁾	02/11/2018 02/11/2022	Common Stock	1,723
Performance Rights	\$ 0 ⁽⁴⁾	12/12/2017		A	1,572 ⁽⁴⁾	02/11/2018 02/11/2018 ⁽⁴⁾	Common Stock	1,572
Performance Rights	\$ 0 ⁽⁵⁾	12/12/2017		A	1,310 ⁽⁵⁾	02/11/2018 02/11/2018 ⁽⁵⁾	Common Stock	1,310

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMenamin William V NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532			President Fin Serv & Treasurer	

Signatures

Richard E. Bond Attorney
in fact 12/13/2017

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

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(2) On February 11, 2015, the reporting person was granted an option to purchase 6,891 shares of common stock subject to Navistar's satisfaction of certain EBITDA Margin performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 2,067 options. The options acquired continue to be subject to service vesting conditions and will fully vest and be exercisable on February 11, 2018.

(3) On February 11, 2015, the reporting person was granted an option to purchase 6,892 shares of common stock subject to Navistar's satisfaction of certain Revenue Growth performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,723 options. The options acquired continue to be subject to service vesting conditions and will fully vest and be exercisable on February 11, 2018.

(4) On February 11, 2015, the reporting person was granted 2,620 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 performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,572 units. The units acquired continue to be subject to service vesting conditions and will vest in full on February 11, 2018. The units expire upon payout, if any, of the award, and in any case no later than February 11, 2018.

(5) On February 11, 2015, the reporting person was granted 2,620 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 performance conditions measured over a three year period. It was determined the performance conditions were partially met, resulting in the reporting person receiving 1,310 units. The units acquired continue to be subject to service vesting conditions and will vest in full on February 11, 2018. The units expire upon payout, if any, of the award, and in any case no later than February 11, 2018.

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.