

McMenamin William V
 Form 4
 February 13, 2018

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

OMB APPROVAL

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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

(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)
 02/10/2018

____ 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) | Price | | |
| Common Stock | 02/10/2018 | | F | 1,444 | D \$ 40.46 | 31,154 | D |
| Common Stock | 02/11/2018 | | M | 1,310 | A \$ 0 ⁽¹⁾ | 32,464 | D |
| Common Stock | 02/11/2018 | | D | 1,310 | D \$ 40.46 | 31,154 | D |
| Common Stock | 02/11/2018 | | M | 1,572 | A \$ 0 ⁽²⁾ | 32,726 | D |
| | 02/11/2018 | | D | 1,572 | D | 31,154 | D |

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| | | | |
|--------------------------------|-------|-------|---|
| Common Stock | \$ | | |
| | 40.46 | | |
| Premium Share Units <u>(3)</u> | | 1,681 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly 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. 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Performance Rights | \$ 0 ⁽¹⁾ | 02/11/2018 | | M | 1,310 | 02/11/2018 ⁽¹⁾ 02/11/2018 ⁽¹⁾ | Common Stock |
| Performance Rights | \$ 0 ⁽²⁾ | 02/11/2018 | | M | 1,572 | 02/11/2018 02/11/2018 | Common Stock |

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 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 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

(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 1,310 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 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 EBIDTA 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 1,572 units. The units acquired continued to be subject to service vesting conditions and vested in full on 2/11/2018.

(3) 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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