

Kramer Curt A  
 Form 4  
 September 11, 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 \*  
 Kramer Curt A

2. Issuer Name and Ticker or Trading Symbol  
 NAVISTAR INTERNATIONAL CORP [NAV]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP & General Counsel

(Last) (First) (Middle)  
 NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 09/10/2018

(Street)  
 LISLE, IL 60532

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

**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 Ownership (Instr. 4)
Common Stock	09/10/2018		M	V Amount (A) or (D) Price \$ 22.655	9,461	D	
Common Stock	09/10/2018		F	1,092 D \$ 39.22	8,369	D	
Common Stock	09/10/2018		M	625 A \$ 37.2	8,994	D	
Common Stock	09/10/2018		F	602 D \$ 39.22	8,392	D	
					163.8942	I	

Common  
Stock

By  
Navistar  
401(k)  
Savings  
Plan

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.655	09/10/2018		M	1,675	<u>(1)</u> 12/16/2018	Common Stock	1,675
Employee Stock Option (right to buy)	\$ 37.2	09/10/2018		M	625	<u>(2)</u> 12/19/2018	Common Stock	625

## Reporting Owners

Reporting Owner Name / Address	Relationships
Kramer Curt A NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532	Director 10% Owner Officer  SVP & General Counsel

## Signatures

Richard E. Bond, Attorney  
in fact

09/11/2018

\_\_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).
- (1) The Option became exercisable in three annual installments as follows: 559 shares on 12/16/2009; 558 shares on 12/16/2010; and 558 shares on 12/16/2011.
  - (2) The Option became exercisable in three annual installments as follows: 209 shares on 12/19/2012; 208 shares on 12/19/2013; 208 shares on 12/19/2014.

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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