

Kramer Curt A
 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 *
 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 & Corp Sec

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

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/10/2018		M	595	A \$ 0 ⁽¹⁾	4,648	D
Common Stock	02/10/2018		D	595	D \$ 40.46	4,053	D
Common Stock	02/11/2018		M	602	A \$ 0 ⁽¹⁾	4,655	D
Common Stock	02/11/2018		D	602	D \$ 40.46	4,053	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. Price or Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	<u>(1)</u>	02/10/2018		M	595	<u>(2)</u>	<u>(2)</u>	Common Stock	595	\$ 0
Restricted Stock Units	<u>(1)</u>	02/11/2018		M	602	<u>(3)</u>	<u>(3)</u>	Common Stock	602	\$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kramer Curt A
NAVISTAR INTERNATIONAL
CORPORATION
2701 NAVISTAR DRIVE
LISLE, IL 60532

SVP General Counsel & Corp Sec

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).
- (1) Each restricted stock unit (RSU) represents the right to receive the cash equivalent of Navistar's common stock converted on a 1 to 1 basis, unless the Corporation elects to settle the RSUs in common stock.

The RSUs disposed were from an award of 1,786 RSUs that became or will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, in three annual installments as follows: 596 shares on 2/10/2017; 595 shares on 2/11/2018; and 595 shares on 2/11/2019.
- (2) The RSUs disposed were from an award of 1,807 RSUs that became or will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, in three annual installments as follows: 602 shares on 2/11/2016; 602 shares on 2/11/2017; and 603 shares on 2/11/2019.
- (3) The RSUs disposed were from an award of 1,807 RSUs that became or will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, in three annual installments as follows: 602 shares on 2/11/2016; 602 shares on 2/11/2017; and 603 shares on 2/11/2019.

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.