

# NAVISTAR INTERNATIONAL CORP

Reported by  
**CLARKE TROY A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/25/17 for the Period Ending 04/22/17

Address	2701 NAVISTAR DRIVE LISLE, IL 60532
Telephone	331-332-5000
CIK	0000808450
Symbol	NAV
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Heavy Machinery & Vehicles
Sector	Industrials
Fiscal Year	10/31

# 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> <b>CLARKE TROY A</b>  (Last) (First) (Middle) <b>NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE</b>  (Street) <b>LISLE, IL 60532</b>  (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>NAVISTAR INTERNATIONAL CORP</b> <b>[ NAV ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman, President &amp; CEO</b>	
		3. Date of Earliest Transaction (MM/DD/YYYY) <b>4/22/2017</b>			
		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/22/2017		F		21231	D	\$0	221361	D	
Premium Share Units (U)								6113	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

### Explanation of Responses:

- (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.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CLARKE TROY A</b> <b>NAVISTAR INTERNATIONAL CORPORATION</b> <b>2701 NAVISTAR DRIVE</b> <b>LISLE, IL 60532</b>	X		<b>Chairman, President &amp; CEO</b>	

### Signatures

**Curt A. Kramer Attorney in fact**

**4/25/2017**

<sup>\*\*</sup>Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.