

NAVISTAR INTERNATIONAL CORP

Form 4

February 16, 2017

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Lisboa Persio 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)  
02/14/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
President, Operations - Op Sub

C/O 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 02/14/2017                           |  | A                              |   | 15,283  | A  | \$ 0                              |
| Deferred Share Units <u>(1)</u> |                                      |  |                                |   | 2,365   |  |                                   |
| Premium Shares Units <u>(2)</u> |                                      |  |                                |   | 425   |  |                                   |

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 27.48   | 02/14/2017                           |  | A                              | 21,228  | <sup>(3)</sup> 02/14/2027                                | Common Stock  | 21,228                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                   |
|---|---------------|-----------|---------|-----------------------------------|
|   | Director      | 10% Owner | Officer | Other                             |
| Lisboa Persio V<br>C/O NAVISTAR INTERNATIONAL CORPORATION<br>2701 NAVISTAR DRIVE<br>LISLE, IL 60532 |               |           |         | President,<br>Operations - Op Sub |

## Signatures

Curt A. Kramer Attorney  
in fact  
Date: 02/16/2017

\*\*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 deferred share units were acquired under Navistar's Executive Stock Ownership Program. Each deferred share unit represents one share of Navistar common stock.
- (2) The premium share units were acquired under Navistar's Executive Stock Ownership Program. Each premium share unit represents one share of Navistar common stock.
- (3)

## Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form 4

The option is exercisable in three annual installments as follows: 7,076 shares on 2/14/2018; 7,076 shares on 2/14/2019; and 7,076 shares on 2/14/2020.

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.