

BOND RICHARD E
Form 4
February 15, 2019

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 *
BOND RICHARD E

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)

NAVISTAR INTERNATIONAL CORPORATION, 2701 NAVISTAR DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Corporate Secretary

(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

(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) Code V Amount Price			
Common Stock	02/13/2019		M	415 A \$ 0 ⁽¹⁾	2,415	D	
Common Stock	02/13/2019		D	415 D \$ 35.08	2,000	D	
Common Stock	02/14/2019		M	606 A \$ 0 ⁽¹⁾	2,606	D	
Common Stock	02/14/2019		D	606 D \$ 35.5	2,000	D	

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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
Restricted Stock Units	\$ 0 ⁽¹⁾	02/13/2019		M	415	⁽²⁾ / ⁽²⁾	Common Stock	415
Restricted Stock Units	\$ 0 ⁽¹⁾	02/13/2019		A	1,567	⁽³⁾ / ⁽³⁾	Common Stock	1,567
Restricted Stock Units	⁽¹⁾	02/14/2019		M	606	⁽⁴⁾ / ⁽⁴⁾	Common Stock	606

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOND RICHARD E NAVISTAR INTERNATIONAL CORPORATION 2701 NAVISTAR DRIVE LISLE, IL 60532			Corporate Secretary	

Signatures

Richard E. Bond 02/15/2019
 **Signature of Date
 Reporting Person

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 Navistar otherwise elects to settle the RSUs in Navistar common stock on a 1 to 1 basis.

(2) The RSUs disposed were from an award of 1,244 RSUs granted on 2/13/2018 that has been paid in cash as to 415 shares on 2/13/2019 and that will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, as to 414 shares on 2/13/2020; and as to 415 shares on 2/13/2021.

(3) The RSUs will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, in three annual installments as follows: 523 shares on 2/13/2020; 522 shares on 2/13/2021; and 522 shares on 2/13/2022.

(4) The RSUs disposed were from an award of 1,819 RSUs granted on 2/14/2017 that has been paid in cash as to 607 shares on 2/14/2018; as to 606 shares on 2/14/2019; and that will become payable in cash, unless the Corporation elects to settle the RSUs in common stock, as to 606 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.

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