

NAVISTAR INTERNATIONAL CORP
 Form 4
 August 17, 2007

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 *
HARBERT MANAGEMENT CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE RIVERCHASE PARKWAY SOUTH,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2007

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

BIRMINGHAM, AL 35244

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 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 | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. P |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (Ins | | | |
|------------------------|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|-----------------|----------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Equity Swap | \$ 51.03 | 08/15/2007 | J ⁽²⁾ | | 1 | | 08/15/2007 | 06/30/2008 | Common Stock | 166,667 |
| Equity Swap | \$ 51.03 | 08/15/2007 | J ⁽²⁾ | | 1 | | 08/15/2007 | 06/30/2008 | Common Stock | 83,333 |
| Equity Swap | \$ 48.21 | 08/16/2007 | J ⁽²⁾ | | 1 | | 08/16/2007 | 06/30/2008 | Common Stock | 166,667 |
| Equity Swap | \$ 48.21 | 08/16/2007 | J ⁽²⁾ | | 1 | | 08/16/2007 | 06/30/2008 | Common Stock | 83,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARBERT MANAGEMENT CORP ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244 | | X | | |

FALCONE PHILIP
 555 MADISON AVE
 16TH FLOOR X
 NEW YORK, NY 10022

HARBERT RAYMOND J
 ONE RIVERCHASE PARKWAY SOUTH X
 BIRMINGHAM, AL 35244

LUCE MICHAEL D
 ONE RIVERCHASE PARKWAY SOUTH X
 BIRMINGHAM, AL 35244

Signatures

Harbert Management Corporation, By: /s/ William R.
 Lucas, Jr. 08/17/2007

__Signature of Reporting Person Date

/s/ Philip Falcone 08/17/2007

__Signature of Reporting Person Date

/s/ Raymond J. Harbert 08/17/2007

__Signature of Reporting Person Date

/s/ Michael D. Luce 08/17/2007

__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).

These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"). These securities may be deemed to be beneficially owned by Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael D. Luce. HMC serves as managing member of the managing member of the investment manager of the Master Fund. Philip Falcone is the portfolio

(1) manager of the Master Fund and a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

On August 15, 2007 and August 16, 2007, the Master Fund entered into equity swap agreements with a securities broker under which (i) the Master Fund will be obligated to pay to the broker the equity notional amount of the 166,667 and 83,333 shares, subject to these agreements, for both trade dates, (the "Reference Shares") as of the beginning of each calculation period (which resets monthly), plus (2) interest at a rate equal to LIBOR plus 60 basis points, and (ii) the broker will be obligated to pay to the Master Fund the market value of the Reference Shares as of the end of each calculation period. Any dividends received by the broker on the Reference Shares during the term of the agreements will be paid to the Reporting Persons. All balances will be cash settled and there will be no transfer of voting or dispositive power over the Reference Shares.

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.