

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D/A

NAVISTAR INTERNATIONAL CORP
Form SC 13D/A
November 03, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Navistar International Corporation
(Name of Issuer)

Common Stock, Par Value \$0.10
(Title of Class of Securities)

63934E108
(CUSIP Number)

Keith Schaitkin, Esq.
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 2, 2011
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
High River Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
1,450,285

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
1,450,285

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,450,285

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.00%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Hopper Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
1,450,285

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,450,285

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,450,285

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.00%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Barberry Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
1,450,285

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

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1,450,285

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,450,285
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.00%
- 14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
2,407,531
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
2,407,531
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,407,531
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.32%
- 14 TYPE OF REPORTING PERSON
PN

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SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund II LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
813,634
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
813,634
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
813,634
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.12%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund III LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

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3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
357,953

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
357,953

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
357,953

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.49%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Icahn Offshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
3,579,118

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
3,579,118

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,579,118

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.93%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Icahn Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
2,222,023

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
2,222,023

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,222,023

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.06%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON
Icahn Onshore LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
2,222,023
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
2,222,023
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,222,023
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.06%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

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CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON
Icahn Capital LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
5,801,141
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
5,801,141
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,801,141
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.99%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

- 1 NAME OF REPORTING PERSON
IPH GP LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

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OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,801,141

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,801,141

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,801,141

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.99%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

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8 SHARED VOTING POWER
5,801,141

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,801,141

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,801,141

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.99%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Icahn Enterprises G.P. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,801,141

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,801,141

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,801,141

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.99%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 63934E108

1 NAME OF REPORTING PERSON
Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,801,141

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,801,141

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,801,141

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.99%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 63934E108

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- 1 NAME OF REPORTING PERSON
Carl C. Icahn
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
7,251,426
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
7,251,426
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,251,426
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.99%
- 14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

Item 1. Security and Issuer

This statement constitutes Amendment Number 1 to the Schedule 13D relating to the Common Stock, par value \$0.10 (the "Shares"), issued by Navistar International Corporation (the "Issuer"), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission on October 13, 2011 (the "Initial 13D"), on behalf of the Reporting Persons (as defined in the Initial 13D), to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by replacing the first two sentences thereof with the following:

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The Reporting Persons hold, in the aggregate, 7,251,426 Shares. The aggregate purchase price of the Shares purchased by the Reporting Persons collectively was approximately \$260.8 million (including commissions and premiums).

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by replacing it in its entirety with the following:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 7,251,426 Shares, representing approximately 9.99% of the Issuer's outstanding Shares (based upon the 72,571,312 Shares stated to be outstanding as of August 31, 2011 by the Issuer in the Issuer's Form 10-Q for the quarterly period ended July 31, 2011).

(b) For purposes of this Schedule 13D:

High River has sole voting power and sole dispositive power with regard to 1,450,285 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 2,407,531 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and sole dispositive power with regard to 813,634 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 357,953 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 2,222,023 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the "Act") the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons,

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inclusive of any transactions effected through 5:00 p.m., New York City time, on November 2, 2011. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

| Name of Reporting Person | Date of Transaction | Amount of Securities | Price Per Share |
|--------------------------------|---------------------------|----------------------------|-----------------------|
| ----- | ----- | ----- | ----- |
| High River | 9/2/2011 | 70,000.00 | 39.59 |
| High River | 9/2/2011 | 25,308.00 (1) | 13.81 (2) |
| High River | 9/6/2011 | 34,396.00 (1) | 12.07 (2) |
| High River | 9/8/2011 | 22,124.00 (1) | 12.18 (2) |
| High River | 9/9/2011 | 80,000.00 (1) | 11.40 (2) |
| High River | 9/12/2011 | 80,820.00 (1) | 10.27 (2) |
| High River | 9/13/2011 | 34,241.00 (1) | 11.09 (2) |
| High River | 9/14/2011 | 9,582.00 (1) | 11.73 (2) |
| High River | 9/15/2011 | 40,000.00 (1) | 12.76 (2) |
| High River | 9/20/2011 | 15,461.00 (1) | 11.88 (2) |
| High River | 9/21/2011 | 30,000.00 (1) | 11.18 (2) |
| High River | 10/3/2011 | 100,000.00 (1) | 5.65 (2) |
| High River | 10/4/2011 | 66,780.00 (1) | 5.27 (2) |
| High River | 10/5/2011 | 76,644.00 (1) | 7.17 (2) |
| High River | 10/6/2011 | 200,000.00 (1) | 7.76 (2) |
| High River | 10/7/2011 | 200,000.00 (1) | 8.00 (2) |
| High River | 10/13/2011 | 53,800.00 (1) | 12.69 (2) |
| High River | 10/17/2011 | 28,000.00 | 39.17 |
| High River | 11/02/2011 | 1,069,156 (3) | 8.98 (4) |
| | | | |
| Icahn Partners | 9/2/2011 | 107,231.00 | 39.59 |
| Icahn Partners | 9/2/2011 | 38,768.00 (1) | 13.81 (2) |
| Icahn Partners | 9/6/2011 | 52,690.00 (1) | 12.07 (2) |
| Icahn Partners | 9/8/2011 | 33,891.00 (1) | 12.18 (2) |
| Icahn Partners | 9/9/2011 | 122,551.00 (1) | 11.40 (2) |
| Icahn Partners | 9/12/2011 | 123,807.00 (1) | 10.27 (2) |
| Icahn Partners | 9/13/2011 | 52,452.00 (1) | 11.09 (2) |
| Icahn Partners | 9/14/2011 | 14,676.00 (1) | 11.73 (2) |
| Icahn Partners | 9/15/2011 | 61,275.00 (1) | 12.76 (2) |
| Icahn Partners | 9/20/2011 | 23,685.00 (1) | 11.88 (2) |
| Icahn Partners | 9/21/2011 | 45,956.00 (1) | 11.18 (2) |
| Icahn Partners | 10/3/2011 | 153,187.00 (1) | 5.65 (2) |
| Icahn Partners | 10/4/2011 | 102,528.00 (1) | 5.27 (2) |
| Icahn Partners | 10/5/2011 | 117,428.00 (1) | 7.17 (2) |
| Icahn Partners | 10/6/2011 | 306,426.00 (1) | 7.76 (2) |
| Icahn Partners | 10/7/2011 | 306,426.00 (1) | 8.00 (2) |
| Icahn Partners | 10/13/2011 | 82,428.00 (1) | 12.69 (2) |
| Icahn Partners | 10/17/2011 | 42,900.00 | 39.17 |
| Icahn Partners | 11/02/2011 | 1,638,174.00 (3) | 8.98 (4) |
| | | | |
| Icahn Master | 9/2/2011 | 116,154.00 | 39.59 |
| Icahn Master | 9/2/2011 | 41,995.00 (1) | 13.81 (2) |
| Icahn Master | 9/6/2011 | 57,076.00 (1) | 12.07 (2) |
| Icahn Master | 9/8/2011 | 36,711.00 (1) | 12.18 (2) |
| Icahn Master | 9/9/2011 | 132,749.00 (1) | 11.40 (2) |
| Icahn Master | 9/12/2011 | 134,108.00 (1) | 10.27 (2) |
| Icahn Master | 9/13/2011 | 56,819.00 (1) | 11.09 (2) |
| Icahn Master | 9/14/2011 | 15,899.00 (1) | 11.73 (2) |
| Icahn Master | 9/15/2011 | 66,374.00 (1) | 12.76 (2) |
| Icahn Master | 9/20/2011 | 25,656.00 (1) | 11.88 (2) |
| Icahn Master | 9/21/2011 | 49,781.00 (1) | 11.18 (2) |
| Icahn Master | 10/3/2011 | 165,936.00 (1) | 5.65 (2) |
| Icahn Master | 10/4/2011 | 111,418.00 (1) | 5.27 (2) |

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| | | | | | |
|------------------|------------|--------------|-----|-------|-----|
| Icahn Master | 10/5/2011 | 127,233.00 | (1) | 7.17 | (2) |
| Icahn Master | 10/6/2011 | 332,009.00 | (1) | 7.76 | (2) |
| Icahn Master | 10/7/2011 | 332,007.00 | (1) | 8.00 | (2) |
| Icahn Master | 10/13/2011 | 89,309.00 | (1) | 12.69 | (2) |
| Icahn Master | 10/17/2011 | 46,483.00 | | 39.17 | |
| Icahn Master | 11/02/2011 | 1,775,080.00 | (3) | 8.98 | (4) |
| Icahn Master II | 9/2/2011 | 39,341.00 | | 39.59 | |
| Icahn Master II | 9/2/2011 | 14,223.00 | (1) | 13.81 | (2) |
| Icahn Master II | 9/6/2011 | 19,331.00 | (1) | 12.07 | (2) |
| Icahn Master II | 9/8/2011 | 12,434.00 | (1) | 12.18 | (2) |
| Icahn Master II | 9/9/2011 | 44,959.00 | (1) | 11.40 | (2) |
| Icahn Master II | 9/12/2011 | 45,420.00 | (1) | 10.27 | (2) |
| Icahn Master II | 9/13/2011 | 19,245.00 | (1) | 11.09 | (2) |
| Icahn Master II | 9/14/2011 | 5,386.00 | (1) | 11.73 | (2) |
| Icahn Master II | 9/15/2011 | 22,480.00 | (1) | 12.76 | (2) |
| Icahn Master II | 9/20/2011 | 8,687.00 | (1) | 11.88 | (2) |
| Icahn Master II | 9/21/2011 | 16,860.00 | (1) | 11.18 | (2) |
| Icahn Master II | 10/3/2011 | 56,200.00 | (1) | 5.65 | (2) |
| Icahn Master II | 10/4/2011 | 36,655.00 | (1) | 5.27 | (2) |
| Icahn Master II | 10/5/2011 | 42,999.00 | (1) | 7.17 | (2) |
| Icahn Master II | 10/6/2011 | 112,203.00 | (1) | 7.76 | (2) |
| Icahn Master II | 10/7/2011 | 112,203.00 | (1) | 8.00 | (2) |
| Icahn Master II | 10/13/2011 | 30,183.00 | (1) | 12.69 | (2) |
| Icahn Master II | 10/17/2011 | 15,708.00 | | 39.17 | |
| Icahn Master II | 11/02/2011 | 599,468.00 | (3) | 8.98 | (4) |
| Icahn Master III | 9/2/2011 | 17,274.00 | | 39.59 | |
| Icahn Master III | 9/2/2011 | 6,246.00 | (1) | 13.81 | (2) |
| Icahn Master III | 9/6/2011 | 8,487.00 | (1) | 12.07 | (2) |
| Icahn Master III | 9/8/2011 | 5,459.00 | (1) | 12.18 | (2) |
| Icahn Master III | 9/9/2011 | 19,741.00 | (1) | 11.40 | (2) |
| Icahn Master III | 9/12/2011 | 19,945.00 | (1) | 10.27 | (2) |
| Icahn Master III | 9/13/2011 | 8,449.00 | (1) | 11.09 | (2) |
| Icahn Master III | 9/14/2011 | 2,365.00 | (1) | 11.73 | (2) |
| Icahn Master III | 9/15/2011 | 9,871.00 | (1) | 12.76 | (2) |
| Icahn Master III | 9/20/2011 | 3,816.00 | (1) | 11.88 | (2) |
| Icahn Master III | 9/21/2011 | 7,403.00 | (1) | 11.18 | (2) |
| Icahn Master III | 10/3/2011 | 24,677.00 | (1) | 5.65 | (2) |
| Icahn Master III | 10/4/2011 | 16,519.00 | (1) | 5.27 | (2) |
| Icahn Master III | 10/5/2011 | 18,917.00 | (1) | 7.17 | (2) |
| Icahn Master III | 10/6/2011 | 49,362.00 | (1) | 7.76 | (2) |
| Icahn Master III | 10/7/2011 | 49,364.00 | (1) | 8.00 | (2) |
| Icahn Master III | 10/13/2011 | 13,280.00 | (1) | 12.69 | (2) |
| Icahn Master III | 10/17/2011 | 6,909.00 | | 39.17 | |
| Icahn Master III | 11/02/2011 | 263,901.00 | (3) | 8.98 | (4) |

(1) Represents shares underlying American-style call options purchased by the applicable Reporting Person in the over the counter market. These call options expire on September 2, 2013.

(2) This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$25.68. This exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options.

(3) On November 2, 2011, the Reporting Persons exercised call options for an aggregate of 5,345,779 Shares at an exercise price of \$25.68 per Share, which represents all call options held by the Reporting Persons as of the date of this filing.

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(4) This amount represents the average cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$25.68. This exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options.

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended by the addition of the following:

Call Options

The Reporting Persons purchased, in the over the counter market, American-style call options referencing an aggregate of 5,345,779 Shares, which would have expired on September 2, 2013. On November 2, 2011, the Reporting Persons exercised all such call options and thereby acquired 5,345,779 Shares, in the aggregate.

Put Options

The Reporting Persons have sold, in the over the counter market, European-style put options referencing an aggregate of 5,345,779 Shares, which would have expired on the earlier of September 2, 2013 or the date on which the corresponding American-style call option described above in this Item 6 is exercised. On November 2, 2011, upon exercise of the call options described above, all such put options terminated.

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 2, 2011

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP
ICAHN PARTNERS MASTER FUND III LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
HOPPER INVESTMENTS LLC
BARBERRY CORP.
HIGH RIVER LIMITED PARTNERSHIP
By: Hopper Investments LLC, general partner

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By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
IPH GP LLC
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES HOLDINGS L.P.
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Schedule 13D - Navistar International Corporation Amendment
No. 1 re Exercise of Options]