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NAVISTAR INTERNATIONAL CORP  
Form 15-12G  
December 17, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15  
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CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 AND DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-9618

**NAVISTAR INTERNATIONAL CORPORATION**

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(Exact name of registrant as specified in its charter)

4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555 (630) 271-1000

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(Address, including zip code, and telephone number, including area code, of registrant's principal office)

Preferred Stock Purchase Rights, with  
respect to Common Stock, par value \$.10 per share

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(Title of each class of securities covered by this Form)

Common Stock, par value \$0.10 per share  
Cumulative Convertible Junior Preference Stock,  
Series D (with \$1.00 par value)  
Series B 7% Senior Notes due 2003  
Series B 8% Senior Subordinated Notes due 2008  
Series B 9 3/8% Senior Notes due 2006

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(Titles of all other classes of securities for which a duty to file reports under section 13(a) of the Securities Exchange Act of 1934 applies)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to register the securities under this Form:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

Preferred Stock Purchase Rights, with respect to Common Stock, par value \$.10 per share: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Navistar International Corporation certifies that this certification/notice to be signed on its behalf by the undersigned duly authorized person.

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NAVISTAR INTERNATIONAL CORPORATION

Date: December 17, 2001

By: /s/ Mark T. Schwetschenau

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Mark T. Schwetschenau  
Vice President and Controller

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be filed with the Commission. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name of the person signing the form shall be typed or printed under the signature.