

NAVISTAR INTERNATIONAL CORP
 Form 4
 September 20, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 TURBEVILLE PAMELA J

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)
 4201 WINFIELD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/16/2005

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 CEO of Finance Subsidiary

WARRENVILLE, IL 60555

(City) (State) (Zip)

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

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)	Price		
Common Stock	09/16/2005		M	13,273	A \$ 25.875	32,951	D
Common Stock	09/16/2005		F	11,330	D \$ 34.13	21,621	D
Common Stock	09/16/2005		M	14,091	A \$ 21.22	35,712	D
Common Stock	09/16/2005		F	10,864	D \$ 34.13	24,848	D
Premium Share Units						3,832	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 25.875	09/16/2005		M	13,273	(1) 12/16/2008	Common Stock	13,273
Stock Options (Right to buy)	\$ 21.22	09/16/2005		M	14,091	(2) 12/13/2010	Common Stock	14,091
Stock Options (Right to buy)	\$ 34.13	09/16/2005		A	11,009	03/16/2006 12/16/2008	Common Stock	11,009
Stock Options (Right to buy)	\$ 34.13	09/16/2005		A	10,331	03/16/2006 12/13/2010	Common Stock	10,331

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURBEVILLE PAMELA J 4201 WINFIELD ROAD WARRENVILLE, IL 60555				CEO of Finance Subsidiary

Signatures

Robert J. Perna, Attorney
in fact 09/20/2005

__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) These options were exercisable in three equal installments on December 15, 1999, 2000, and 2001.
- (2) The options disposed were part of a grant of 34,286 options that were granted on 12/12/2000 and which became exercisable as follows: 12,999 on 12/12/2001; 12,999 on 12/12/2002; and 8,288 on 12/12/2003.

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.