

VOLKSWAGEN AG

Form 4

July 20, 2017

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Volkswagen Truck & Bus GmbH

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)

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2017

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

BRAWO
PARK, WILLY-BRANDT-PLATZ
19

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

BRAUNSCHWEIG, 2M 38102

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.10 per share	07/17/2017	07/18/2017	P ⁽³⁾		43,501	A	\$ 29.25	16,285,513	D	<u>(1)</u> <u>(2)</u>
Common Stock, par value \$0.10 per share	07/18/2017	07/19/2017	P ⁽³⁾		52,625	A	\$ 29.13	16,338,138	D	<u>(1)</u> <u>(2)</u>
Common Stock, par	07/19/2017	07/20/2017	P ⁽³⁾		61,900	A	\$ 29.18	16,400,038	D	<u>(1)</u> <u>(2)</u>

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Volkswagen Truck & Bus GmbH
BRAVO PARK
WILLY-BRANDT-PLATZ 19
BRAUNSCHWEIG, 2M 38102

X

VOLKSWAGEN AG
VOLKSWAGEN AG
BERLINER RING 2
WOLFSBURG, LOWER SAXONY, 2M 38440

X

Andreea Costa, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Andreea Costa

07/20/2017

 **Signature of Reporting Person

Date _____

Frederik Fragemann, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Frederik Fragemann

07/20/2017

Signature of Reporting Person

Date _____

Andreea Costa, Attorney in fact for Volkswagen AG /s/ Andreea Costa

07/20/2017

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__Signature of Reporting Person

Date

Frederik Fragemann, Attorney in fact for Volkswagen AG /s/ Frederik Fragemann

07/20/2017

__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).

This statement is being filed jointly by Volkswagen Truck & Bus GmbH ("VW T&B") and Volkswagen AG ("Volkswagen" and together

(1) with VW T&B, the "Reporting Persons"). VW T&B is a wholly-owned subsidiary of Volkswagen and is the direct holder of the securities reported on this statement.

(2) Shares of Navistar International Corporation common stock, par value \$0.10 per share, were purchased by VW T&B, a wholly owned subsidiary of Volkswagen, in open market transactions.

(3) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by VW T&B on June 16, 2017.

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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