

NAVISTAR INTERNATIONAL CORP  
Form SC 13G/A  
February 09, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

(Rule 13d-102)

**Information To Be Included In Statements Filed Pursuant  
To § 240.13d-1(b), (c), and (d) and Amendments Thereto Filed**

**Pursuant To § 240.13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2) \***

**Navistar International Corporation**

(Name of Issuer)

**Common Stock**

(Title of class of securities)

**63934E108**

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(CUSIP number)

**December 31, 2009**

**(Date of event which requires filing of this statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 13G

CUSIP No. 63934E108

1 Name of reporting person

International Truck and Engine Corporation Non-Contributory Retirement Plan Trust

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

Illinois

5 Sole voting power

Number of

3,609,618  
shares 6 Shared voting power

beneficially

owned by

None  
each 7 Sole dispositive power

reporting

3,609,618  
person 8 Shared dispositive power  
with

None

9 Aggregate amount beneficially owned by each reporting person

3,609,618

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10 Check box if the aggregate amount in Row (9) excludes certain shares (see instructions) "

11 Percent of class represented by amount in Row 9

5.10%

12 Type of reporting person (see instructions)

EP

SCHEDULE 13G

CUSIP No. 63934E108

1 Name of reporting person

International Truck and Engine Corporation Retirement Plan for Salaried Employees Trust

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

Illinois

5 Sole voting power

Number of

shares 1,203,206  
6 Shared voting power

beneficially

owned by

each None  
7 Sole dispositive power

reporting

person 1,203,206  
8 Shared dispositive power  
with

None

9 Aggregate amount beneficially owned by each reporting person

1,203,206

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10 Check box if the aggregate amount in Row (9) excludes certain shares (see instructions) "

11 Percent of class represented by amount in Row 9

1.70%

12 Type of reporting person (see instructions)

EP

SCHEDULE 13G

CUSIP No. 63934E108

1 Name of reporting person

International Truck and Engine Corporation Retiree Health Benefit Trust

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

Illinois

5 Sole voting power

Number of

shares

beneficially 1,203,206  
6 Shared voting power

owned by

each 7 Sole dispositive power

reporting

person 1,203,206  
8 Shared dispositive power

with

9 Aggregate amount beneficially owned by each reporting person

1,203,206

10 Check box if the aggregate amount in Row (9) excludes certain shares (see instructions) "

11 Percent of class represented by amount in Row 9

1.70%

12 Type of reporting person (see instructions)

EP

SCHEDULE 13G

CUSIP No. 63934E108

1 Name of reporting person

Navistar, Inc. (f/k/a International Truck and Engine Corporation)

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

Delaware

5 Sole voting power

Number of

shares 6,016,030  
6 Shared voting power

beneficially

owned by

None  
7 Sole dispositive power  
each

reporting

person 6,016,030  
8 Shared dispositive power  
with

None

9 Aggregate amount beneficially owned by each reporting person

6,016,030

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10 Check box if the aggregate amount in Row (9) excludes certain shares (see instructions) "

11 Percent of class represented by amount in Row 9

8.49%

12 Type of reporting person (see instructions)

CO

SCHEDULE 13G

CUSIP No. 63934E108

1 Name of reporting person

Navistar International Corporation

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

Delaware

5 Sole voting power

Number of

shares 6,016,030  
6 Shared voting power

beneficially

owned by

None  
7 Sole dispositive power  
each

reporting

person 6,016,030  
8 Shared dispositive power  
with

None

9 Aggregate amount beneficially owned by each reporting person

6,016,030

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10 Check box if the aggregate amount in Row (9) excludes certain shares (see instructions) "

11 Percent of class represented by amount in Row 9

8.49%

12 Type of reporting person (see instructions)

CO

**Item 1 (a) Name of Issuer.**

Navistar International Corporation

**Item 1 (b) Address of Issuer's Principal Executive Offices.**

4201 Winfield Road

Warrenville, Illinois 60555

**Item 2 (a) Name of Person Filing.**

International Truck and Engine Corporation Non-Contributory Retirement Plan Trust

International Truck and Engine Corporation Retirement Plan for Salaried Employees Trust

International Truck and Engine Corporation Retiree Health Benefit Trust

Navistar, Inc. (f/k/a International Truck and Engine Corporation)

Navistar International Corporation

**Item 2 (b) Address of Principal Business Office or, if none, Residence.**

c/o Navistar, Inc.

4201 Winfield Road

Warrenville, Illinois 60555

**Item 2 (c) Citizenship.**

N/A

**Item 2 (d) Title of Class of Securities.**

Common Stock

**Item 2 (e) CUSIP Number.**

63934E108

**Item 3 If this Statement is Filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d)  Investment company registered under Section 8 of the Investment Company Act
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J)
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

**Item 4 Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 6,016,030
- (b) Percent of class: 8.49%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 6,016,030
  - (ii) Shared power to vote or to direct the vote: None
  - (iii) Sole power to dispose or to direct the disposition of: 6,016,030
  - (iv) Shared power to dispose or to direct the disposition of: None

Each of the International Non-Contributory Retirement Plan Trust (the Hourly Trust ), the International Retirement Plan for Salaried Employees Trust (the Salaried Trust ), and the International Retiree Health Benefit Trust (the Health Benefit Trust ) is a funding trust for an employee benefit plan sponsored by Navistar, Inc. ( Navistar ), a wholly owned subsidiary of Navistar International Corporation (the Company ). The trust agreements of the Hourly Trust and the Salaried Trust provide that the trustee of the trust is only a directed trustee with respect to employer stock held by the trusts, and that the Pension Fund Investment Committee of Navistar (whose members are for the most part officers of the Company, the PFIC ) or an investment manager designated by the PFIC, is to direct the trustee with respect to the voting or disposition of employer securities. The trust agreement for the Health Benefit Trust provides that Navistar, or an investment manager appointed by Navistar, is to direct the trustee with respect to voting and disposition of employer securities. Navistar has delegated authority for such matters to the PFIC. The Company stock held by the trusts is employer securities under these provisions.

On May 8, 2006, the United States Trust Company, National Association ( US Trust ) was appointed as investment manager for each of the trusts and was given discretionary authority regarding voting and disposition of the stock. Bank of America Corporation ( BAC ) bought US Trust and served as successor in interest to US Trust 's business. Effective May 1, 2009, BAC completed the sale of its Special Fiduciary Services ( SFS ) business to Evercore Partners ( Evercore ), at which time Evercore became the successor trustee of certain trusts administered by SFS. The PFIC and the Company have the power to revoke or change the appointment of Evercore and therefore reacquire the voting and dispositive control over the Company 's stock. For this reason the PFIC, the Company or Navistar might be considered beneficial owners of the Company 's stock.

The reporting persons may be deemed to constitute a group for purposes of Section 13(d)(3) of the Act. The reporting persons expressly disclaim that they have agreed to act as a group except for purposes of filing this Schedule 13G.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following " ".

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

As discussed above, Navistar, the principal operating subsidiary of the Company, acquired the securities being reported herein by the Company.

**Item 8 Identification and Classification of Members of the Group.**

Not applicable.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2010

International Truck and Engine Corporation  
Non-Contributory Retirement Plan Trust  
International Truck and Engine Corporation Retirement  
Plan for Salaried Employees Trust  
International Truck and Engine Corporation Retiree  
Health Benefit Trust

By: Pension Fund Investment Committee of  
Navistar

By: / s / James M. Moran  
Name: James M. Moran  
Title: In his sole capacity as a member of  
the PFIC of Navistar

Navistar, Inc. (f/k/a International Truck and Engine  
Corporation)  
Navistar International Corporation

By: / s / James M. Moran  
Name: James M. Moran  
Title: Vice President and Treasurer