Edgar Filing: KEYES JAMES H - Form 4

KEYES JAMES Form 4	Н									
March 20, 2006	I								PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this bo if no longer subject to Section 16.		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Section 16. SECURITIES burden hours per response ourden hourden hours per										
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> KEYES JAMES H			2. Issuer Name and Ticker or Trading Symbol NAVISTAR INTERNATIONAL CORP [NAV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 4201 WINFIEL		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
WARRENVILI	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
(City)	(State)	(Zip)	Tab	le I - Non-l	Dorivotivo	Securities A	Person Acquired, Disposed	of or Bonoficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Report o	n a separate line	e for each cl	ass of sec							
					inforn requii	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	()	Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amc or Num of Sł
Phantom Stock Units	\$ 0 <u>(1)</u>	03/17/2006		А		52.183		03/17/2006(2)	03/17/2006(2)	Common Stock	52.

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KEYES JAMES H 4201 WINFIELD ROAD WARRENVILLE, IL 60555	Х						
Signatures							
Curt A. Kramer, Attorney in fact	03/	/20/2006					

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion is on a 1 for 1 basis.
- (2) The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

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.