

NAVISTAR INTERNATIONAL CORP  
Form 10-Q/A  
June 09, 2010

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

Washington, D.C. 20549

**Form 10-Q/A**

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended January 31, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 1-9618

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>36-3359573</b> (I.R.S. Employer Identification No.)
<b>4201 Winfield Road, P.O. Box 1488,</b>  <b>Warrenville, Illinois</b> (Address of principal executive offices)	<b>60555</b> (Zip Code)
<b>Registrant's telephone number, including area code (630) 753-5000</b>	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) Yes  No

As of February 28, 2010, the number of shares outstanding of the registrant's common stock was 70,841,327, net of treasury shares.

**NAVISTAR INTERNATIONAL CORPORATION FORM 10-Q/A**

**EXPLANATORY NOTE**

Navistar International Corporation (the Company) is filing this Form 10-Q/A to include within its Quarterly Report on Form 10-Q for the period ended January 31, 2010 our Exhibit 10.106, which represents the Form of Cash Settled Restricted Stock Unit Award Notice and Agreement. The Company inadvertently omitted this exhibit from our original Form 10-Q. As such, we have amended Item 6 to include this exhibit. Item 6 is the only portion of the Form 10-Q being supplemented or amended by this Form 10-Q/A.

Additionally, in connection with the filing of this Form 10-Q/A and pursuant to Securities and Exchange Commission (SEC) rules, we are including currently dated certifications. This Form 10-Q/A has not been updated for events or information subsequent to the date of filing of the original Form 10-Q except in connection with the foregoing. Accordingly, this Form 10-Q/A should be read in conjunction with our other filings made with the SEC subsequent to the filing of the original Form 10-Q.

**PART II OTHER INFORMATION**

**Item 6. Exhibits**

<b>Exhibit:</b>		<b>Page</b>
(10)*	Material Contracts	E-1
(31.1)*	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	E-8
(31.2)*	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	E-9
(32.1)*	CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	E-10
(32.2)*	CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	E-11
(99.1)	Additional Financial Information (Unaudited)	N/A

\* Indicates exhibits filed with this Quarterly Report on Form 10-Q/A.

All exhibits other than those indicated above are omitted because of the absence of the conditions under which they are required or because the information called for is shown in the consolidated financial statements and notes thereto in the Quarterly Report on Form 10-Q for the period ended January 31, 2010.

**NAVISTAR INTERNATIONAL CORPORATION**  
**AND CONSOLIDATED SUBSIDIARIES**

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

(Registrant)

/s/ RICHARD C. TARAPCHAK  
**Richard C. Tarapchak**  
**Vice President and Controller**  
**(Principal Accounting Officer)**

June 8, 2010