

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
May 17, 2006

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 16, 2006**

**NAVISTAR INTERNATIONAL CORPORATION**  
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-9618</u>	<u>36-3359573</u>
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification No.)
<u>4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois</u>		<u>60555</u>
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (630) 753-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-

PAGE 2

**ITEM 7.01. REGULATION FD DISCLOSURE**

In accordance with General Instruction B.2. to Form 8-K, the following information shall not be deemed “filed” for purposes of Section 18 of the Securities Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Navistar International Corporation (NYSE: NAV), the nation’s largest combined commercial truck, school bus and mid-range diesel engine producer, announced that Terry M. Endsley, Vice President and Treasurer, will discuss business opportunities and other matters related to the company during Bear Stearns’ Fifteenth Annual Global Credit Conference on Wednesday, May 17<sup>th</sup>, 2006 at 8:15 a.m. EST and at Bank of America Securities’ Industrials/Services Conference on Thursday, May 18<sup>th</sup>, 2006 at 9:30 a.m. EST.

Copies of the slides to be used by Mr. Endsley for these presentations are attached as Exhibit 99.1 to this report and will be available on the company’s web site at <http://ir.navistar.com/PresentationsDataPackages.cfm>. A web cast of this event will not be available.

Navistar International Corporation (NYSE: NAV) is the parent company of International Truck and Engine Corporation. The company through its affiliates produces InternationalÒ brand commercial trucks, mid-range diesel engines, IC brand school buses, Workhorse brand chassis for motor homes and step-vans and is a private label designer and manufacturer of diesel engines for the pickup truck, van and SUV markets. The company is also a provider of truck and diesel engine parts and service sold under the InternationalÒ brand. A wholly owned subsidiary offers financing services. Additional information is available at [www.internationaldelivers.com](http://www.internationaldelivers.com).

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

The following Exhibit shall not be deemed “filed” under the Securities Exchange Act of 1934, as amended.

(d) Exhibits

Exhibit No.	Description	Page
99.1	Slide Presentation for conferences to be held on May 17 and May 18, 2006	E-1

PAGE 3

***Forward Looking Statements***

*Information provided and statements contained in the presentation that are not purely historical are forward -looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act, and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of the presentation and the company assumes no obligation to update the information included in the presentation. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. These statements are not guarantees of performance or results and they involve risks, uncertainties and assumptions, including the risk of continued delay in the completion of our financial statements and the consequences thereof, the availability of funds, either through cash on hand or the company’s other liquidity sources, to repay any amounts due should any of the company’s debt become accelerated, and decisions by suppliers and other vendors to restrict or eliminate customary trade and other credit terms for the company’s future orders and other services, which would require the company to pay cash and which could have a material adverse effect on the company’s liquidity position and financial condition. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. For a further description of these factors, see Exhibit 99.1 to our Form 8-K filed on April 6, 2006. In addition, until the previously announced review by the company of its accounts is concluded, no assurance can be given with respect to the financial statement adjustments, impacts and period resulting from such review, if any, nor can there be any assurance that additional adjustments to the financial statements of the company will not be identified.*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NAVISTAR INTERNATIONAL CORPORATION**

Registrant

Date: May 16, 2006

/s/Robert C. Lannert

Robert C. Lannert  
Vice Chairman and Chief Financial  
Officer