

NAVISTAR INTERNATIONAL CORP  
Form 4/A  
August 31, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HARBERT MANAGEMENT CORP

2. Issuer Name and Ticker or Trading Symbol  
NAVISTAR INTERNATIONAL CORP [NAVZ.PK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE RIVERCHASE PARKWAY SOUTH,  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2007

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

BIRMINGHAM, AL 35244

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/17/2007

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Equity Swap	\$ 51.43 <u>(5)</u>	08/15/2007	J <sup>(3)(4)</sup>		1		08/15/2007	06/30/2008	Common Stock	166,667
Equity Swap	\$ 51.43 <u>(5)</u>	08/15/2007	J <sup>(3)(4)</sup>		1		08/15/2007	06/30/2008	Common Stock	83,333
Equity Swap	\$ 48.21	08/16/2007	J <sup>(3)(4)</sup>		1		08/16/2007	06/30/2008	Common Stock	166,667
Equity Swap	\$ 48.21	08/16/2007	J <sup>(3)(4)</sup>		1		08/16/2007	06/30/2008	Common Stock	83,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBERT MANAGEMENT CORP		X		

ONE RIVERCHASE PARKWAY SOUTH  
BIRMINGHAM, AL 35244

FALCONE PHILIP  
555 MADISON AVE  
16TH FLOOR  
NEW YORK, NY 10022

X

HARBERT RAYMOND J  
ONE RIVERCHASE PARKWAY SOUTH  
BIRMINGHAM, AL 35244

X

LUCE MICHAEL D  
ONE RIVERCHASE PARKWAY SOUTH  
BIRMINGHAM, AL 35244

X

## Signatures

Harbert Management Corporation, By: /s/ William R.  
Lucas, Jr.

08/31/2007

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone

08/31/2007

\_\_Signature of Reporting Person

Date

/s/ Raymond J. Harbert

08/31/2007

\_\_Signature of Reporting Person

Date

/s/ Michael D. Luce

08/31/2007

\_\_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).

These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"). These securities may be deemed to be beneficially owned by Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael D. Luce. HMC serves as managing member of the managing member of the investment manager of the Master Fund. Philip Falcone is the portfolio manager of the Master Fund and a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (1)

These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"). These securities may be deemed to be beneficially owned by HMC, Philip Falcone, Raymond J. Harbert and Michael Luce. HMC wholly owns the managing member of the Special Situations Fund's general partner. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (2)

On August 15, 2007 and August 16, 2007, the Master Fund and the Special Situations Fund entered into equity swap agreements with a securities broker under which (i) the Master Fund will be obligated to pay to the broker the equity notional amount of 166,667 shares and the Special Situations Fund will be obligated to pay to the broker the equity notional amount of 83,333 shares, subject to these agreements, for both trade dates, (the "Reference Shares") as of the beginning of each calculation period (which resets monthly), plus interest at a rate equal to LIBOR plus 60 basis points, and (ii) the broker will be obligated to pay to the Master Fund and the Special Situations Fund the market value of the Reference Shares as of the end of each calculation period.

- (3)

Any dividends received by the broker on the Reference Shares during the term of the agreements will be paid to the Reporting Persons. All balances will be cash settled and there will be no transfer of voting or dispositive power over the Reference Shares.

- (4)

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This Form 4/A dated August 31, 2007 amends and restates in its entirety the Form 4 filed by the Reporting Persons on August 17, 2007.

- (5) This Form 4/A is being filed to correct the equity swap price reported for both trades on August 15, 2007 and to correct the purchaser of both the August 15, 2007 and August 16, 2007 trades for the equity notional amount of 83,333 shares.

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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