

NAVISTAR INTERNATIONAL CORP
Form 3
June 29, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HARBERT MANAGEMENT CORP			(Month/Day/Year)	NAVISTAR INTERNATIONAL CORP [NAVZ]	
(Last)	(First)	(Middle)	06/26/2007	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE RIVERCHASE PARKWAY SOUTH,Â				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
BIRMINGHAM,Â ALÂ 35244				<input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
				(give title below)	(specify below)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,396,204 <u>(1)</u>	I <u>(3)</u>	By Harbinger Capital Partners Master Fund I, Ltd.
Common Stock	2,591,296 <u>(2)</u>	I <u>(3)</u>	By Harbinger Capital Partners Special Situations Fund, L.P.

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBERT MANAGEMENT CORP ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244	^	^ X	^	^
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.	06/29/2007
**Signature of Reporting Person	Date
/s/ Philip Falcone(+)	06/29/2007
**Signature of Reporting Person	Date
/s/ Raymond J. Harbert(+)	06/29/2007
**Signature of Reporting Person	Date
/s/ Michael D. Luce(+)	06/29/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) 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.

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- (2) 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.

- (3) 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.

Â

Remarks:

(+)Â ThisÂ FormÂ 3Â isÂ beingÂ filedÂ onÂ behalfÂ ofÂ eachÂ ofÂ theÂ ReportingÂ PersonsÂ basedÂ onÂ aÂ percent
Â onÂ 70,350,000Â sharesÂ outstanding,Â whichÂ numberÂ wasÂ providedÂ toÂ theÂ ReportingÂ PersonsÂ byÂ theÂ Iss
Â ReportingÂ PersonsÂ hadÂ previouslyÂ reliedÂ onÂ TheÂ PinkÂ Sheets,Â LLCÂ whichÂ hadÂ publiclyÂ reportedÂ the
Â outstanding.

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.