

NAVISTAR INTERNATIONAL CORP

Form 8-K

June 27, 2006

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**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): June 27, 2006**

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

1-9618

36-3359573

(State or other jurisdiction of  
incorporation or organization)

(Commission File No.)

(I.R.S. Employer  
Identification No.)

4201 Winfield Road, P.O. Box 1488, Warrenville,  
Illinois

60555

(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
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**ITEM 8.01 OTHER EVENTS**

On June 27, 2006, the company issued a press release, which is attached as Exhibit 99.1 to this Report and incorporated by reference herein, announcing a tender offer and consent solicitation for its 2.50 percent senior convertible notes.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

The following Exhibit is deemed to be filed under the Securities Exchange Act of 1934, as amended.

(d) Exhibits

| Exhibit<br>No. | Description                       | Page |
|----------------|-----------------------------------|------|
| 99.1           | Press Release dated June 27, 2006 | E-1  |

**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: June 27, 2006

/s/Robert C. Lannert  
Robert C. Lannert  
Vice Chairman and Chief Financial  
Officer