

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
August 31, 2004

**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): August 30, 2004**

**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

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ITEM 1.01. Entry into a Material Definitive Agreement

On August 30, 2004, the Board of Directors of the Registrant approved certain amendments to its Executive Stock Ownership Program (the "ESOP"). These amendments provide (i) that a participant must satisfy one-fifth of their ownership requirement by the 6th month after the date they become subject to ESOP (as oppose to the original requirement of 60 days) and (ii) that a participant is no longer subject to termination of employment for failing to own the required amount of stock under the ESOP, but in lieu thereof may now have future annual incentive payments reduced or converted into deferred shares. A copy of the full text of the ESOP as amended is attached as Exhibit 99.1.

ITEM 9.01. Financial Statements and Exhibits

Exhibits

<u>Exhibit</u> <u>No.</u>	<u>Description</u>	<u>Page</u>
99.1	Navistar International Corporation Executive Stock Ownership Program, as amended.	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: August 31, 2004

/s/ Mark T. Schwetschenau

Mark T. Schwetschenau  
Senior Vice President and Controller  
(Principal Accounting Officer)

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