

MACLEOD JOHN K
Form 4
February 05, 2008

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 *
MACLEOD JOHN K

(Last) (First) (Middle)
425 WEST RANDOLPH STREET
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NAVTEQ CORP [NVT]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, NAVTEQ Connected Services

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

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 Following 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)	Price			
Common Stock	02/01/2008		M	1,643	A	11	4,734	D
Common Stock	02/01/2008		F	483 ⁽²⁾	D	\$ 74.42	4,251	D
Common Stock	02/01/2008		M	2,000	A	\$ 1.4	6,251	D
Common Stock	02/01/2008		S	300 ⁽³⁾	D	\$ 73.86	5,951	D
Common Stock	02/01/2008		S	500 ⁽³⁾	D	\$ 73.35	5,451	D

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Common Stock	02/01/2008	S	100 ⁽³⁾	D	\$ 73.8	5,351	D
Common Stock	02/01/2008	S	100 ⁽³⁾	D	\$ 73.85	5,251	D
Common Stock	02/01/2008	S	400 ⁽³⁾	D	\$ 73.9	4,851	D
Common Stock	02/01/2008	S	100 ⁽³⁾	D	\$ 73.93	4,751	D
Common Stock	02/01/2008	S	500 ⁽³⁾	D	\$ 74.01	4,251	D
Common Stock	02/04/2008	S	1,160 ⁽³⁾	D	\$ 74.22	3,091	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Unit	<u>(1)</u>	02/01/2008		M	1,643	<u>(4)</u>	<u>(1)</u>	Common Stock	0
Option (Right to Buy)	\$ 1.4	02/01/2008		M	2,000	05/15/2012	<u>(5)</u>	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVP, NAVTEQ Connected Services

MACLEOD JOHN K
425 WEST RANDOLPH STREET
CHICAGO, IL 60606

Signatures

Irene Barberena, Attorney-in-Fact for John K.
MacLeod

02/05/2008

__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).

- (1) Not applicable.
- (2) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 1,643 restricted stock units.
- (3) Shares sold pursuant to Rule 10b5-1 trading plan.
- (4) The restrictions lapsed on February 1, 2008 with respect to the remaining 25% of the shares underlying the award made on August 5, 2004.
- (5) The option is fully vested.

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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