

GUILLORY WINSTON JR
Form 4
March 21, 2006

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 *
GUILLORY WINSTON JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NAVTEQ, 222
MERCHANDISE MART, SUITE
900

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Consumer & Business Sales

CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/17/2006		M		3,000 A \$ 10.5	6,392	D
Common Stock	03/17/2006		S		3,000 (1) D \$ 50	3,392	D
Common Stock	03/21/2006		M		3,000 A \$ 10.5	6,392	D
Common Stock	03/21/2006		S		3,000 (1) D \$ 51	3,392	D

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

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(9-02)

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. Amount or Number of Shares
Option (Right to Buy)	\$ 10.5	03/17/2006		M	3,000	<u>(2)</u> 12/22/2013	Common Stock	3,000
Option (Right to Buy)	\$ 10.5	03/21/2006		M	3,000	<u>(2)</u> 12/22/2013	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GUILLORY WINSTON JR
C/O NAVTEQ
222 MERCHANDISE MART, SUITE 900
CHICAGO, IL 60654

SVP, Consumer & Business Sales

Signatures

Irene Barberena, Attorney-in-Fact for Winston V. Guillory

03/21/2006

__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) Shares sold pursuant to Rule 10b5-1 trading plan.

(2) The option became exercisable as to 25% of the underlying shares on July 1, 2004 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter until July 1, 2007.

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(3) Not Applicable.

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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