

GUILLORY WINSTON JR  
Form 4  
March 05, 2007

**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

(Last) (First) (Middle)

C/O NAVTEQ CORPORATION, 222 MERCHANDISE MART, SUITE 900

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Consumer & Business Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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                    | 03/01/2007                           |  | M                              | 660   | A (1) 4,943   | D  |                                   |
| Common Stock                    | 03/01/2007                           |  | F                              | 194 (2)   | D \$ 32.43 4,749  | D  |                                   |

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

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SEC 1474 (9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit                            | <u>(1)</u>  | 03/01/2007                              |   | M                                       |   |  | 660 | <u>(3)</u>  | <u>(1)</u>         | Common<br>Stock | 660                                 |
| Option<br>(Right to<br>Buy)                         | \$ 32.43  | 03/01/2007                              |   | A                                       |   | 23,810   |     | <u>(4)</u>  | 03/01/2017         | Common<br>Stock | 23,810                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| GUILLORY WINSTON JR<br>C/O NAVTEQ CORPORATION<br>222 MERCHANDISE MART, SUITE 900<br>CHICAGO, IL 60654 |               |           | SVP, Consumer & Business Sales |       |

## Signatures

|  |            |
|--|------------|
| Irene Barberena, Attorney-in-Fact for Winston V.<br>Guillory | 03/05/2007 |
| **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 660 shares underlying restricted stock units.  
  
The restrictions lapsed on March 1, 2007 with respect to 25% of the shares underlying the performance-based restricted stock unit award
- (3) made on March 1, 2006, as calculated on February 13, 2007, and will continue to lapse as to 25% of the shares underlying restricted stock units on March 1st of the following three years.
- (4) The option becomes exercisable as to 25% of the underlying shares on March 1, 2008 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.

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.