

NAVTEQ CORP
Form 4
June 03, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Doyle Denise M

(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)

06/02/2008

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, Business Affairs

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)
Common Stock	06/02/2008		M	266 A	\$ 32.43 266	D	
Common Stock	06/02/2008		M	123 A	\$ 42.7 389	D	
Common Stock	06/02/2008		M	141 A	\$ 45.05 530	D	
Common Stock	06/02/2008		S	530 ⁽¹⁾ D	\$ 76.56 0	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)

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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 32.43	06/02/2008		M	266	(2) 12/21/2014	Common Stock	266
Option (Right to Buy)	\$ 42.7	06/02/2008		M	123	(4) 02/23/2015	Common Stock	123
Option (Right to Buy)	\$ 45.05	06/02/2008		M	141	(5) 12/21/2014	Common Stock	141

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Doyle Denise M 425 WEST RANDOLPH STREET CHICAGO, IL 60606	SVP, Business Affairs

Signatures

Irene Barberena, Attorney-in-Fact for Denise M. Doyle 06/03/2008

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

The option became exercisable as to 25% of the underlying shares on March 1, 2006. The option continued to become exercisable as to

(2) approximately 2.08% of the shares underlying the option grant per month thereafter and will continue to become exercisable as to the remaining shares underlying the option grant at the same rate per month until March 1, 2009.

(3) Not applicable.

The option became exercisable as to 25% of the underlying shares on March 1, 2006. The option continued to become exercisable as to

(4) approximately 2.08% of the shares underlying the option grant per month thereafter and will continue to become exercisable as to the remaining shares underlying the option grant at the same rate per month until March 1, 2009.

The option became exercisable as to 25% of the underlying shares on December 21, 2005. The option continued to become exercisable as

(5) to approximately 2.08% of the shares underlying the option grant per month thereafter and will continue to become exercisable as to the remaining shares underlying the option grant at the same rate per month until December 21, 2008.

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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