

NAVTEQ CORP
Form 4
July 25, 2007

FORM 4

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

OMB APPROVAL

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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 *
SHUMAN RICHARD E

(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)
07/23/2007

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, Asia Pacific 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 07/23/2007 | | M | | 3,478 A \$ 46.92 | 13,117 ⁽¹⁾ | D |
| Common Stock | 07/23/2007 | | M | | 4,949 A \$ 42.7 | 18,066 | D |
| Common Stock | 07/23/2007 | | S | | 3,478 ₍₂₎ D \$ 56.92 | 14,588 | D |
| Common Stock | 07/23/2007 | | S | | 9,639 ₍₂₎ D \$ 55 | 4,949 | D |
| | 07/23/2007 | | S | | | 0 | D |

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Common Stock 4,949 \$
(2) 54.97

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) | \$ 46.92 | 07/23/2007 | | M | 3,478 | <u>(3)</u> 03/01/2016 | Common Stock | 3,478 |
| Option (Right to Buy) | \$ 42.7 | 07/23/2007 | | M | 4,949 | <u>(5)</u> 02/23/2015 | Common Stock | 4,949 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHUMAN RICHARD E
 C/O NAVTEQ CORPORATION
 222 MERCHANDISE MART, SUITE 900
 CHICAGO, IL 60654

SVP, Asia Pacific Sales

Signatures

Irene Barberena, Attorney-in-Fact for Richard E. Shuman

07/25/2007

**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) The amount has been adjusted by one share to reflect a correction to the total number of shares previously reported as beneficially owned.

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

The option became exercisable as to 25% of the underlying shares on March 1, 2007. The option continued to become exercisable as to

(3) 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, 2010.

(4) Not applicable.

The option became exercisable as to 25% of the underlying shares on February 15, 2006. 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 February 15, 2009.

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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