

NAVTEQ CORP
Form 4/A
March 01, 2005

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 *
SMITH NEIL T

(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)
02/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/16/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP & Corporate Controller

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/14/2005 | | M | 25,714 | A \$ 1.4 | 27,764 | D |
| Common Stock | 02/14/2005 | | S | 8,100 | D \$ 43.6 | 19,664 | D |
| Common Stock | 02/14/2005 | | S | 2,500 | D \$ 43.7 | 17,164 | D |
| Common Stock | 02/14/2005 | | S | 600 | D \$ 43.71 | 16,564 | D |
| | 02/14/2005 | | S | 800 | D | 15,764 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | | | | | \$ 43.72 | | |
| Common Stock | 02/14/2005 | S | 1,400 | D | \$ 43.73 | 14,364 | D |
| Common Stock | 02/14/2005 | S | 400 | D | \$ 43.74 | 13,964 | D |
| Common Stock | 02/14/2005 | S | 2,300 | D | \$ 43.75 | 11,664 | D |
| Common Stock | 02/14/2005 | S | 100 | D | \$ 43.78 | 11,564 | D |
| Common Stock | 02/14/2005 | S | 1,400 | D | \$ 43.8 | 10,164 | D |
| Common Stock | 02/14/2005 | S | 500 | D | \$ 43.82 | 9,664 | D |
| Common Stock | 02/14/2005 | S | 1,600 | D | \$ 43.83 | 8,064 | D |
| Common Stock | 02/14/2005 | S | 3,200 | D | \$ 43.84 | 4,864 | D |
| Common Stock | 02/14/2005 | S | 100 | D | \$ 43.85 | 4,764 | D |
| Common Stock | 02/14/2005 | S | 200 | D | \$ 43.86 | 4,564 | D |
| Common Stock | 02/14/2005 | S | 600 | D | \$ 43.9 | 3,964 | D |
| Common Stock | 02/14/2005 | S | 800 | D | \$ 44 | 3,164 | D |
| Common Stock | 02/14/2005 | S | 200 | D | \$ 44.03 | 2,964 | D |
| Common Stock | 02/14/2005 | S | 900 | D | \$ 44.04 | 2,064 | D |
| Common Stock | 02/14/2005 | S | 376 | D | \$ 44.05 | 1,688 | 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)

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| 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) | \$ 1.4 | 02/14/2005 | | M | 25,714 | (1) 05/15/2012 | Common Stock | 25,714 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH NEIL T
 C/O NAVTEQ CORPORATION
 222 MERCHANDISE MART, SUITE 900
 CHICAGO, IL 60654

VP & Corporate Controller

Signatures

Irene Barberena, Attorney-in-Fact for Neil T. Smith

03/01/2005

__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 unvested portion of this option is comprised of 31,072 underlying shares and will fully vest on May 1, 2005.
- (2) Not applicable

Remarks:

Remarks: This report does not include any additional option exercises or acquisitions or dispositions of shares. This amendment

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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