

Fox Clifford I  
Form 3  
January 20, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fox Clifford I</p> <p>(Last) (First) (Middle)</p> <p>C/O NAVTEQ CORPORATION,Â 222 MERCHANDISE MART, SUITE 900</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60654</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/11/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NAVTEQ CORP [NVT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior VP, NAVTEQ Map</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	266	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â (1)	09/01/2015	Common Stock	4,976	\$ 46.89	D	Â
Option (Right to Buy)	Â (2)	02/23/2015	Common Stock	6,764	\$ 42.7	D	Â
Option (Right to Buy)	Â (3)	08/06/2014	Common Stock	5,670	\$ 22	D	Â
Option (Right to Buy)	Â (4)	05/15/2012	Common Stock	5,499	\$ 1.4	D	Â
Restricted Stock Unit	Â (5)	Â (6)	Common Stock	1,522	\$ (6)	D	Â
Restricted Stock Unit	Â (7)	Â (6)	Common Stock	1,120	\$ (6)	D	Â
Restricted Stock Unit	Â (8)	Â (6)	Common Stock	1,238	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Clifford I C/O NAVTEQ CORPORATION 222 MERCHANDISE MART, SUITE 900 CHICAGO, IL 60654	Â	Â	Â Senior VP, NAVTEQ Map	Â

## Signatures

Irene Barberena, Attorney-in-Fact for Clifford I. Fox 01/20/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option becomes exercisable as to 25% of the underlying shares on September 1, 2006 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.
  - (2) The option becomes exercisable as to 25% of the underlying shares on Mach 1, 2006 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.
  - (3) The option became exercisable as to 25% of the underlying shares on February 1, 2005 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.
  - (4) This option is fully vested.

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- (5) These restricted stock units were awarded on February 23, 2005. The restrictions shall lapse as to 25% of the shares underlying the restricted stock units on the first four anniversaries of February 15th.
- (6) Not applicable.
- (7) These restricted stock units were awarded on September 1, 2005. The restrictions shall lapse as to 25% of the shares underlying the restricted stock units on the first four anniversaries of September 1st.
- (8) These restricted stock units were awarded on August 5, 2004. The restrictions shall lapse as to 25% of the shares underlying the restricted stock units on the first four anniversaries of February 1st.

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.