

NAVTEQ CORP
Form 4
May 02, 2006

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 *
GREEN JUDSON C

(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)
04/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/30/2006		M		154,833 A	(1)	169,933 D
Common Stock	04/30/2006		F		61,081 (2)	D	\$ 41.52 108,852 D
Common Stock	04/30/2006		S		500 (3)	D	\$ 41.76 108,352 D
Common Stock	04/30/2006		S		4,500 (3)	D	\$ 41.72 103,852 D
	04/30/2006		S		5,000 (3)	D	\$ 41.7 98,852 D

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Common Stock							
Common Stock	04/30/2006	S	252 ⁽³⁾	D	\$ 41.67	98,600	D
Common Stock	04/30/2006	S	3,000 ⁽³⁾	D	\$ 41.65	95,600	D
Common Stock	04/30/2006	S	500 ⁽³⁾	D	\$ 41.56	95,100	D
Common Stock	04/30/2006	S	200 ⁽³⁾	D	\$ 41.58	94,900	D
Common Stock	04/30/2006	S	5,000 ⁽³⁾	D	\$ 41.53	89,900	D
Common Stock	04/30/2006	S	4,800 ⁽³⁾	D	\$ 41.51	85,100	D
Common Stock	04/30/2006	S	5,000 ⁽³⁾	D	\$ 41.45	80,100	D
Common Stock	04/30/2006	S	5,000 ⁽³⁾	D	\$ 41.32	75,100	D
Common Stock	04/30/2006	S	5,000 ⁽³⁾	D	\$ 41.3	70,100	D
Common Stock	04/30/2006	S	5,000 ⁽³⁾	D	\$ 41.24	65,100	D
Common Stock	04/30/2006	S	5,000 ⁽³⁾	D	\$ 41.1	60,100	D
Common Stock	04/30/2006	S	20,000 ⁽³⁾	D	\$ 41	40,100	D
Common Stock	04/30/2006	S	1,000 ⁽³⁾	D	\$ 40.88	39,100	D
Common Stock	04/30/2006	S	800 ⁽³⁾	D	\$ 40.84	38,300	D
Common Stock	04/30/2006	S	4,000 ⁽³⁾	D	\$ 40.82	34,300	D
Common Stock	04/30/2006	S	2,200 ⁽³⁾	D	\$ 40.79	32,100	D
Common Stock	04/30/2006	S	1,100 ⁽³⁾	D	\$ 40.77	31,000	D
Common Stock	04/30/2006	S	900 ⁽³⁾	D	\$ 40.76	30,100	D
Common Stock	04/30/2006	S	300 ⁽³⁾	D	\$ 40.62	29,800	D
	04/30/2006	S	100 ⁽³⁾	D		29,700	D

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Common Stock					\$			
					40.52			
Common Stock	04/30/2006		S	9,600 ⁽³⁾	D	\$ 40.5	20,100	D
Common Stock	04/30/2006		S	2,200 ⁽³⁾	D	\$ 40.39	17,900	D
Common Stock	04/30/2006		S	2,800 ⁽³⁾	D	\$ 40.35	15,100	D

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	04/30/2006		M	154,833	<u>(4)</u> <u>(1)</u>	Common Stock 154,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN JUDSON C C/O NAVTEQ CORPORATION 222 MERCHANDISE MART, SUITE 900 CHICAGO, IL 60654	X		President & CEO	

Signatures

Irene Barberena, Attorney-in-Fact for Judson C. Green 05/02/2006

 **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 154,833 shares underlying restricted stock units.
- (3) Shares sold pursuant to Rule 10b-5 trading plan.
- (4) These shares lapse as to 25% of the restricted stock units on each of the first four anniversaries of April 30, 2004.

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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