

MACLEOD JOHN K
Form 4
March 04, 2008

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 *
MACLEOD JOHN K

(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)
03/01/2008

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)
EVP, NAVTEQ Connected Services

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/01/2008 | | M | 1,107 A | 4,198 | D | |
| Common Stock | 03/01/2008 | | F | 326 ⁽²⁾ D \$ 74.95 | 3,872 | D | |
| Common Stock | 03/01/2008 | | M | 7,245 A | 11,117 | D | |
| Common Stock | 03/01/2008 | | F | 2,766 ⁽³⁾ D \$ 74.95 | 8,351 | D | |
| Common Stock | 03/03/2008 | | S | 5,260 ⁽⁴⁾ D \$ 74.85 | 3,091 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------------------------|---|----------|-------|---|
| Common Stock | 03/03/2008 | M | 2,000 | A | \$ 1.4 | 5,091 | D |
| Common Stock | 03/03/2008 | S | 500 ⁽⁴⁾ | D | \$ 74.41 | 4,591 | D |
| Common Stock | 03/03/2008 | S | 500 ⁽⁴⁾ | D | \$ 74.66 | 4,091 | D |
| Common Stock | 03/03/2008 | S | <u>1,000</u> ⁽⁴⁾ | D | \$ 74.6 | 3,091 | 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)

| 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Unit | <u>(1)</u> | 03/01/2008 | | M | 1,107 | <u>(5)</u> <u>(1)</u> | Common Stock | 1,107 |
| Restricted Stock Unit | <u>(1)</u> | 03/01/2008 | | M | 7,245 | <u>(6)</u> <u>(1)</u> | Common Stock | 7,245 |
| Option (Right to Buy) | \$ 1.4 | 03/03/2008 | | M | 2,000 | <u>(7)</u> 05/15/2012 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MACLEOD JOHN K 425 WEST RANDOLPH STREET CHICAGO, IL 60606 | | | EVP, NAVTEQ Connected Services | |

Signatures

Irene Barberena, Attorney-in-Fact for John K.
MacLeod

03/04/2008

__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) Not applicable.
- (2) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 1,107 restricted stock units.
- (3) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 7,245 restricted stock units.
- (4) Shares sold pursuant to Rule 10b5-1 trading plan.

(5) The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award made on March 1, 2006, as determined on February 13, 2007, and will continue to lapse at the same rate on March 1st of each of the following two years.

(6) The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award made on March 1, 2007, as determined on February 27, 2008, and will continue to lapse at the same rate on March 1st of each of the following three years.

- (7) The option is fully vested.

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