

NAVTEQ CORP

Form 4

November 15, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
11/14/2006

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)
Common Stock	07/11/2006		M	28,000 A	\$ 1.4 43,100	D	
Common Stock	11/14/2006		S	200 ⁽¹⁾ D	\$ 32.53 42,900	D	
Common Stock	11/14/2006		S	200 ⁽¹⁾ D	\$ 32.51 42,700	D	
Common Stock	11/14/2006		S	4,100 ⁽¹⁾ D	\$ 32.5 38,600	D	
	11/14/2006		S		37,100	D	

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Common Stock				1,500 <u>(1)</u>	\$ 32.49		
Common Stock	11/14/2006	S		7,000 <u>(1)</u>	D \$ 40	30,100	D
Common Stock	11/14/2006	S		900 <u>(1)</u>	D \$ 32.41	29,200	D
Common Stock	11/14/2006	S		5,100 <u>(1)</u>	D \$ 32.4	24,100	D
Common Stock	11/14/2006	S		300 <u>(1)</u>	D \$ 32.39	23,800	D
Common Stock	11/14/2006	S		200 <u>(1)</u>	D \$ 32.37	23,600	D
Common Stock	11/14/2006	S		3,000 <u>(1)</u>	D \$ 32.35	20,600	D
Common Stock	11/14/2006	S		200 <u>(1)</u>	D \$ 32.31	20,400	D
Common Stock	11/14/2006	S		2,300 <u>(1)</u>	D \$ 32.3	18,100	D
Common Stock	11/14/2006	S		3,000 <u>(1)</u>	D \$ 32.21	15,100	D

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

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SEC 1474
(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. D S (1)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 1.4	11/14/2006		M	28,000	<u>(2)</u>	05/15/2012	Common Stock	28,000	

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

11/15/2006

__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) Shares sold pursuant to Rule 10b-5 trading plan.
- (2) This option is fully vested.
- (3) Not applicable.

Remarks:

Remarks: This Form 4 is One of Two and continued on Two of Two.

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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