

NAVTEQ CORP
Form 4
August 05, 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 *
GUILLORY WINSTON JR

(Last) (First) (Middle)

C/O NAVTEQ, 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)
08/03/2005

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)
SVP, North America Sales

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)
			Code	V	Amount or Price		
Common Stock	08/03/2005		M		1,200 A \$ 1.4	6,913	D
Common Stock	08/03/2005		M		482 A 7.395	7,395	D
Common Stock	08/03/2005		S		282 (2) D \$ 43.78	7,113	D
Common Stock	08/03/2005		S		400 (2) D \$ 43.7	6,713	D
Common Stock	08/03/2005		S		100 (2) D \$ 43.65	6,613	D

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Common Stock	08/03/2005	S	100 ⁽²⁾	D	\$ 43.6	6,513	D
Common Stock	08/03/2005	S	500 ⁽²⁾	D	\$ 43.58	6,013	D
Common Stock	08/03/2005	S	300 ⁽²⁾	D	\$ 43.54	5,713	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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option (Right to Buy)	\$ 10.5	08/03/2005		A	1,200	⁽³⁾ 12/22/2013	Common Stock	1,200
Restricted Stock Unit	⁽¹⁾	08/03/2005		A	482	⁽⁴⁾ ⁽¹⁾	Common Stock	482

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUILLORY WINSTON JR C/O NAVTEQ 222 MERCHANDISE MART, SUITE 900 CHICAGO, IL 60654			SVP, North America Sales	

Signatures

Irene Barberena, Attorney-in-Fact for Winston V.
Guillory

08/05/2005

__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) Not Applicable.
 - (2) Shares sold pursuant to Rule 10b5-1 trading plan.
 - (3) The option became exercisable as to 25% of the underlying shares on July 1, 2004 and become exercisable as to approximately 2.08 of the underlying shares per month thereafter until July 1, 2007.
 - (4) The restrictions shall lapse as to 25% of the shares underlying on February 1, 2005 and on February 1st of each of the following three years.

Remarks:

This Form 4 is 1 of 3.

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.