

HARDWICK MARY D

Form 4

February 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARDWICK MARY D

(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)

02/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Vice President, Quality

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/01/2006		M	405 A	408	D	
Common Stock	02/01/2006		F	166 ⁽²⁾ D	\$ 44.55 242	D	
Common Stock	02/01/2006		M	598 A	\$ 1.4 840	D	
Common Stock	02/01/2006		S	598 ⁽³⁾ D	\$ 44.9 242	D	
	02/02/2006		S	239 ⁽³⁾ D	3	D	

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Common \$
Stock 44.35

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. F Der Sec (Ins
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	02/01/2006		M	405	<u>(4)</u>	<u>(1)</u>	Common Stock	405	
Option (Right to Buy)	\$ 1.4	02/01/2006		M	598	<u>(5)</u>	05/15/2012	Common Stock	598	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARDWICK MARY D
C/O NAVTEQ CORPORATION
222 MERCHANDISE MART, SUITE 900
CHICAGO, IL 60654

Vice President, Quality

Signatures

Irene Barberena, Attorney-in-Fact for Mary D.
Hardwick

02/03/2006

 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 405 shares underlying restricted stock units.
- (3) Shares sold pursuant to Rule 10b5-1 trading plan.
- (4) The restrictions lapsed with respect to 25% of the shares underlying the restricted stock units on February 1, 2005 and continue to lapse as to 25% of the shares underlying the restricted stock units on February 1 of each of the following three years.
- (5) This option is fully vested.

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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