

SHUMAN RICHARD E
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 *
SHUMAN RICHARD E

(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
X Officer (give title below) ___ Other (specify below)

SVP, Asia Pacific Sales

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/01/2008 | | M | | 601 A 11 1,195 | D | |
| Common Stock | 03/01/2008 | | F | | 176 (2) D \$ 74.95 1,019 | D | |
| Common Stock | 03/01/2008 | | M | | 3,450 A 11 4,469 | D | |
| Common Stock | 03/01/2008 | | F | | 1,016 (3) D \$ 74.95 3,453 | 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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit | <u>(1)</u> | 03/01/2008 | | M | 601 | <u>(4)</u> | <u>(1)</u> | Common Stock | 601 |
| Restricted Stock Unit | <u>(1)</u> | 03/01/2008 | | M | 3,450 | <u>(5)</u> | <u>(1)</u> | Common Stock | 3,450 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHUMAN RICHARD E
425 WEST RANDOLPH STREET
CHICAGO, IL 60606

SVP, Asia Pacific Sales

Signatures

Irene Barberena, Attorney-in-Fact for Richard E. Shuman

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 601 restricted stock units.

(3) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 3,450 restricted stock units.

(4) 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.

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The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award (5) 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.

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.