

MACLEOD JOHN K
Form 4
February 05, 2008

FORM 4

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

OMB APPROVAL

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

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 *
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)
02/01/2008

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) | Price | | | |
| Common Stock | 02/01/2008 | | M | 1,643 | A | 11 | 4,734 | D |
| Common Stock | 02/01/2008 | | F | 483 ⁽²⁾ | D | \$ 74.42 | 4,251 | D |
| Common Stock | 02/01/2008 | | M | 2,000 | A | \$ 1.4 | 6,251 | D |
| Common Stock | 02/01/2008 | | S | 300 ⁽³⁾ | D | \$ 73.86 | 5,951 | D |
| Common Stock | 02/01/2008 | | S | 500 ⁽³⁾ | D | \$ 73.35 | 5,451 | D |

Edgar Filing: MACLEOD JOHN K - Form 4

| | | | | | | | |
|--------------|------------|---|----------------------|---|----------|-------|---|
| Common Stock | 02/01/2008 | S | 100 ⁽³⁾ | D | \$ 73.8 | 5,351 | D |
| Common Stock | 02/01/2008 | S | 100 ⁽³⁾ | D | \$ 73.85 | 5,251 | D |
| Common Stock | 02/01/2008 | S | 400 ⁽³⁾ | D | \$ 73.9 | 4,851 | D |
| Common Stock | 02/01/2008 | S | 100 ⁽³⁾ | D | \$ 73.93 | 4,751 | D |
| Common Stock | 02/01/2008 | S | 500 ⁽³⁾ | D | \$ 74.01 | 4,251 | D |
| Common Stock | 02/04/2008 | S | 1,160 ⁽³⁾ | D | \$ 74.22 | 3,091 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Restricted Stock Unit | <u>(1)</u> | 02/01/2008 | | M | 1,643 | <u>(4)</u> | <u>(1)</u> | Common Stock | 0 |
| Option (Right to Buy) | \$ 1.4 | 02/01/2008 | | M | 2,000 | 05/15/2012 | <u>(5)</u> | Common Stock | 2,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVP, NAVTEQ Connected Services

MACLEOD JOHN K
425 WEST RANDOLPH STREET
CHICAGO, IL 60606

Signatures

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

02/05/2008

__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 1,643 restricted stock units.
- (3) Shares sold pursuant to Rule 10b5-1 trading plan.
- (4) The restrictions lapsed on February 1, 2008 with respect to the remaining 25% of the shares underlying the award made on August 5, 2004.
- (5) The 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.
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.