#### **GUILLORY WINSTON JR**

Form 4 March 04, 2008

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

GUILLORY WINSTON JR			Symbol NAVTEQ CORP [NVT]					Issuer (Check all applicable)			
(Last) (First) (Middle) 425 WEST RANDOLPH STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2008					Director 10% Owner X Officer (give title Other (specify below)			
CHICAGO,	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)									f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deeme (Month/Day/Year) Execution I any (Month/Day		n Date, if	3. Transactic Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/01/2008			M	660	A	<u>(1)</u>	4,046	D		
Common Stock	03/01/2008			F	194 (2)	D	\$ 74.95	3,852	D		
Common Stock	03/01/2008			M	4,425	A	<u>(1)</u>	8,277	D		
Common Stock	03/01/2008			F	1,303 (3)	D	\$ 74.95	6,974	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. Transacti Code (Instr. 8)	5. Number or of Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	we Expiration l (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	03/01/2008		M	660	<u>(4)</u>	<u>(1)</u>	Common Stock	660	
Restricted Stock Unit	<u>(1)</u>	03/01/2008		M	4,42	5 (5)	<u>(1)</u>	Common Stock	4,425	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUILLORY WINSTON JR 425 WEST RANDOLPH STREET CHICAGO, IL 60606

SVP, Consumer & Business Sales

## **Signatures**

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

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 660 restricted stock units.
- (3) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 4,425 restricted stock units.
- The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award
- (4) 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

Reporting Owners 2

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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.