

KAPLAN LAWRENCE M

Form 4

March 09, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAPLAN LAWRENCE M

(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)

03/07/2005

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)
SVP, Gen. Counsel & Corp. Secy

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/07/2005		M	10,000	A \$ 1.4	15,866	D
Common Stock	03/07/2005		S	8,572 (1)	D \$ 45	7,294	D
Common Stock	03/07/2005		S	66 (1)	D \$ 45.02	7,228	D
Common Stock	03/07/2005		S	66 (1)	D \$ 45.05	7,162	D
	03/07/2005		S	166 (1)	D	6,996	D

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Common Stock						\$ 45.17		
Common Stock	03/07/2005	S	166 <u>(1)</u>	D	\$ 45.25	6,830	D	
Common Stock	03/07/2005	S	166 <u>(1)</u>	D	\$ 45.3	6,664	D	
Common Stock	03/07/2005	S	233 <u>(1)</u>	D	\$ 45.31	6,431	D	
Common Stock	03/07/2005	S	33 <u>(1)</u>	D	\$ 45.32	6,398	D	
Common Stock	03/07/2005	S	266 <u>(1)</u>	D	\$ 45.34	6,132	D	
Common Stock	03/07/2005	S	266 <u>(1)</u>	D	\$ 45.35	5,866	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. 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
Option (Right to Buy)	\$ 1.4	03/07/2005		M	10,000	<u>(2)</u> 05/15/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
KAPLAN LAWRENCE M C/O NAVTEQ CORPORATION	Director 10% Owner Officer Other SVP, Gen. Counsel & Corp. Secy

222 MERCHANDISE MART, SUITE 900
CHICAGO, IL 60654

Signatures

Irene Barberena, Attorney-in-Fact for Lawrence M.
Kaplan

03/09/2005

__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) Shares sold pursuant to Rule 10b5-1 trading plan.
- (2) The option became vested as to 25% of the underlying shares on June 1, 2003 and vests as to 2.08% of the shares per month thereafter.
- (3) Not applicable

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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