

NAVTEQ CORP
Form 4
September 06, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SMITH NEIL T

2. Issuer Name and Ticker or Trading Symbol
NAVTEQ CORP [NVT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NAVTEQ CORPORATION, 222 MERCHANDISE MART, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP and Corporate Controller

(Street)
CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/01/2005		M		10,000 A \$ 1.4	10,001	D
Common Stock	09/01/2005		S		474 ⁽¹⁾ D \$ 46.35	9,527	D
Common Stock	09/01/2005		S		190 ⁽¹⁾ D \$ 46.3	9,337	D
Common Stock	09/01/2005		S		237 ⁽¹⁾ D \$ 46.29	9,100	D
	09/01/2005		S		95 ⁽¹⁾ D	9,005	D

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Common Stock						\$ 46.28		
Common Stock	09/01/2005	S	47 <u>(1)</u>	D	\$ 46.27	8,958	D	
Common Stock	09/01/2005	S	758 <u>(1)</u>	D	\$ 46.26	8,200	D	
Common Stock	09/01/2005	S	95 <u>(1)</u>	D	\$ 46.2	8,105	D	
Common Stock	09/01/2005	S	213 <u>(1)</u>	D	\$ 46.15	7,892	D	
Common Stock	09/01/2005	S	47 <u>(1)</u>	D	\$ 46.12	7,845	D	
Common Stock	09/01/2005	S	71 <u>(1)</u>	D	\$ 46.05	7,774	D	
Common Stock	09/01/2005	S	24 <u>(1)</u>	D	\$ 46.04	7,750	D	
Common Stock	09/01/2005	S	189 <u>(1)</u>	D	\$ 46.01	7,561	D	
Common Stock	09/01/2005	S	2,772 <u>(1)</u>	D	\$ 46	4,789	D	
Common Stock	09/01/2005	S	4,788 <u>(1)</u>	D	\$ 45.9	1	D	

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

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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	\$ 1.4	09/01/2005		M	10,000	<u>(2)</u> 05/15/2012	Common Stock	10,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH NEIL T C/O NAVTEQ CORPORATION 222 MERCHANDISE MART, SUITE 900 CHICAGO, IL 60654			VP and Corporate Controller	

Signatures

Irene Barberena, Attorney-in-Fact for Neil T. Smith 09/06/2005

__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 10b-5 trading plan
- (2) This option is fully vested.
- (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. 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.