

Fox Clifford I
 Form 3
 January 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Fox Clifford I (Last) (First) (Middle) C/O NAVTEQ CORPORATION, 222 MERCHANDISE MART, SUITE 900 (Street) CHICAGO, IL 60654 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/11/2006 | 3. Issuer Name and Ticker or Trading Symbol NAVTEQ CORP [NVT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP, NAVTEQ Map | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 266 | D | À |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Option (Right to Buy) | Â (1) | 09/01/2015 | Common Stock | 4,976 | \$ 46.89 | D | Â |
| Option (Right to Buy) | Â (2) | 02/23/2015 | Common Stock | 6,764 | \$ 42.7 | D | Â |
| Option (Right to Buy) | Â (3) | 08/06/2014 | Common Stock | 5,670 | \$ 22 | D | Â |
| Option (Right to Buy) | Â (4) | 05/15/2012 | Common Stock | 5,499 | \$ 1.4 | D | Â |
| Restricted Stock Unit | Â (5) | Â (6) | Common Stock | 1,522 | \$ (6) | D | Â |
| Restricted Stock Unit | Â (7) | Â (6) | Common Stock | 1,120 | \$ (6) | D | Â |
| Restricted Stock Unit | Â (8) | Â (6) | Common Stock | 1,238 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fox Clifford I C/O NAVTEQ CORPORATION 222 MERCHANDISE MART, SUITE 900 CHICAGO, IL 60654 | Â | Â | Â Senior VP, NAVTEQ Map | Â |

Signatures

Irene Barberena, Attorney-in-Fact for Clifford I. Fox 01/20/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option becomes exercisable as to 25% of the underlying shares on September 1, 2006 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.
 - (2) The option becomes exercisable as to 25% of the underlying shares on Mach 1, 2006 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.
 - (3) The option became exercisable as to 25% of the underlying shares on February 1, 2005 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.
 - (4) This option is fully vested.

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- (5) These restricted stock units were awarded on February 23, 2005. The restrictions shall lapse as to 25% of the shares underlying the restricted stock units on the first four anniversaries of February 15th.
- (6) Not applicable.
- (7) These restricted stock units were awarded on September 1, 2005. The restrictions shall lapse as to 25% of the shares underlying the restricted stock units on the first four anniversaries of September 1st.
- (8) These restricted stock units were awarded on August 5, 2004. The restrictions shall lapse as to 25% of the shares underlying the restricted stock units on the first four anniversaries of February 1st.

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.