

MACLEOD JOHN K  
Form 4  
February 07, 2007

**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 \*  
MACLEOD JOHN K

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)  
02/01/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP, NAVTEQ Connected Services

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/01/2007		M	3,000 A	\$ 1.4	7,500	D
Common Stock	02/01/2007		S	600 <u>(1)</u> D	\$ 35.6	6,900	D
Common Stock	02/01/2007		S	600 <u>(1)</u> D	\$ 35.48	6,300	D
Common Stock	02/01/2007		S	600 <u>(1)</u> D	\$ 35.36	5,700	D
	02/01/2007		S	600 <u>(1)</u> D		5,100	D

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Common Stock					\$			
						35.35		
Common Stock	02/01/2007		S	600 <sup>(1)</sup>	D	\$	4,500	D
						35.21		
Common Stock	02/02/2007		S	1,159	D	\$	3,341	D
						35.72		

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

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(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	02/01/2007		M	3,000	<sup>(2)</sup> 05/15/2012	Common Stock	3,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MACLEOD JOHN K  
C/O NAVTEQ CORPORATION  
222 MERCHANDISE MART, SUITE 900  
CHICAGO, IL 60654

EVP, NAVTEQ Connected Services

## Signatures

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

02/07/2007

        \*\*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.

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