

NAVTEQ CORP
Form 4
April 05, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MULLEN DAVID B

(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)
04/03/2006

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)
EVP & Chief Financial Officer

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/03/2006		M		10,000	A \$ 5.74	17,000 ⁽¹⁾ D
Common Stock	04/03/2006		S		200 ⁽²⁾	D \$ 50.05	16,800 D
Common Stock	04/03/2006		S		2,000 ⁽²⁾	D \$ 50.052	14,800 D
Common Stock	04/03/2006		S		1,800 ⁽²⁾	D \$ 50.42	13,000 D
	04/03/2006		S			D \$ 50.56	11,000 D

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Common Stock			2,000 (2)				
Common Stock	04/03/2006	S	2,000 (2)	D	\$ 50.69	9,000	D
Common Stock	04/03/2006	S	2,000 (2)	D	\$ 50.95	7,000	D

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)	\$ 5.74	04/03/2006		M	10,000	(3) 12/22/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MULLEN DAVID B
C/O NAVTEQ CORPORATION
222 MERCHANDISE MART, SUITE 900
CHICAGO, IL 60654

EVP & Chief Financial Officer

Signatures

Irene Barberena, Attorney-in-Fact for David B.
Mullen

04/05/2006

**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) This total reflects the correct number of shares owned by Mr. Mullen prior to the sales reported on this Form 4, which was previously incorrect due to the rounding of the number of shares underlying restricted stock units that have lapsed.
- (2) Shares sold pursuant to Rule 10b5-1 trading plan.
- (3) The option became exercisable as to 25% of the underlying shares on December 1, 2003 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter. The option will fully vest on December 1, 2006.
- (4) 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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