

MACLEOD JOHN K

Form 4

March 04, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACLEOD JOHN K

(Last) (First) (Middle)

425 WEST RANDOLPH STREET

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2008

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 below) ____ Other (specify
below)

EVP, NAVTEQ Connected Services

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 Ownership (Instr. 4)
Common Stock	03/01/2008		M	1,107 A	4,198	D	
Common Stock	03/01/2008		F	326 ⁽²⁾ D	\$ 3,872	D	
Common Stock	03/01/2008		M	7,245 A	11,117	D	
Common Stock	03/01/2008		F	2,766 ⁽³⁾ D	\$ 8,351	D	
Common Stock	03/03/2008		S	5,260 ⁽⁴⁾ D	\$ 3,091	D	

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Common Stock	03/03/2008	M	2,000	A	\$ 1.4	5,091	D
Common Stock	03/03/2008	S	500 ⁽⁴⁾	D	\$ 74.41	4,591	D
Common Stock	03/03/2008	S	500 ⁽⁴⁾	D	\$ 74.66	4,091	D
Common Stock	03/03/2008	S	1,000 ⁽⁴⁾	D	\$ 74.6	3,091	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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	⁽¹⁾	03/01/2008		M	1,107	⁽⁵⁾ ⁽¹⁾	Common Stock	1,107
Restricted Stock Unit	⁽¹⁾	03/01/2008		M	7,245	⁽⁶⁾ ⁽¹⁾	Common Stock	7,245
Option (Right to Buy)	\$ 1.4	03/03/2008		M	2,000	⁽⁷⁾ 05/15/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACLEOD JOHN K 425 WEST RANDOLPH STREET CHICAGO, IL 60606	EVP, NAVTEQ Connected Services

Signatures

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

03/04/2008

__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) Not applicable.

(2) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 1,107 restricted stock units.

(3) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 7,245 restricted stock units.

(4) Shares sold pursuant to Rule 10b5-1 trading plan.

The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award
(5) made on March 1, 2006, as determined on February 13, 2007, and will continue to lapse at the same rate on March 1st of each of the following two years.

The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award
(6) made on March 1, 2007, as determined on February 27, 2008, and will continue to lapse at the same rate on March 1st of each of the following three years.

(7) The option is fully vested.

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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