

NAVTEQ CORP
Form 4
May 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DE LANGE RICHARD JA

(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)
05/09/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)		
			Code	V	Amount (A) or Price (D)				
Common Stock	05/09/2008		M		162	A	1,507	D	
Common Stock	05/09/2008		F		48 ⁽²⁾	D	\$ 75.06	1,459	D
Common Stock	05/11/2008		M		196	A	1,655	D	
Common Stock	05/11/2008		F		58 ⁽³⁾	D	\$ 75.06	1,597	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. Price or Value of Derivative Security (Instr. 5)
Restricted Stock Unit	(1)	05/09/2008		M	162	(4) (1)	Common Stock	162 (1)
Restricted Stock Unit	(1)	05/11/2008		M	196	(5) (1)	Common Stock	196 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE LANGE RICHARD JA 425 WEST RANDOLPH STREET CHICAGO, IL 60606			X	

Signatures

Irene Barberena, Attorney-in-Fact for Richard J.A. de Lange 05/13/2008

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 162 shares underlying restricted stock units.
- (3) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 196 shares underlying restricted stock units.
- (4) The restrictions lapsed as to 25% of the shares underlying the restricted stock unit award on each of May 9, 2007 and May 9, 2008 and shall continue to lapse May 9th of each of the next two years.

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- (5) The restrictions lapsed as to 25% of the shares underlying the restricted stock unit award on May 11th of each of 2006, 2007 and 2008 shall continue to lapse as to the remaining 25% of the shares underlying the restricted stock unit award on May 11, 2009.

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.