

NAVTEQ CORP
Form 4
March 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
HARDWICK MARY D

(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)
03/01/2005

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)
VP, Quality

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 (D) | Price |
| Common Stock | 03/01/2005 | | M | | 4,380 | A | \$ 1.4 |
| Common Stock | 03/01/2005 | | M | | 116 | A | \$ 22 |
| Common Stock | 03/01/2005 | | S | | 43 ⁽¹⁾ | D | \$ 43.27 |
| Common Stock | 03/01/2005 | | S | | 24 ⁽¹⁾ | D | \$ 43.28 |
| | 03/01/2005 | | S | | 59 ⁽¹⁾ | D | |
| | | | | | | | 7,224 |
| | | | | | | | 7,340 |
| | | | | | | | 7,297 |
| | | | | | | | 7,273 |
| | | | | | | | 7,214 |

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| | | | | | | | |
|--------------|------------|---|----------------|---|----------|-------|---|
| Common Stock | | | | | \$ 43.29 | | |
| Common Stock | 03/01/2005 | S | 356 <u>(1)</u> | D | \$ 43.3 | 6,858 | D |
| Common Stock | 03/01/2005 | S | 24 <u>(1)</u> | D | \$ 43.31 | 6,834 | D |
| Common Stock | 03/01/2005 | S | 190 <u>(1)</u> | D | \$ 43.34 | 6,644 | D |
| Common Stock | 03/01/2005 | S | 12 <u>(1)</u> | D | \$ 43.35 | 6,632 | D |
| Common Stock | 03/01/2005 | S | 36 <u>(1)</u> | D | \$ 43.36 | 6,596 | D |
| Common Stock | 03/01/2005 | S | 36 <u>(1)</u> | D | \$ 43.37 | 6,560 | D |
| Common Stock | 03/01/2005 | S | 24 <u>(1)</u> | D | \$ 43.38 | 6,536 | D |
| Common Stock | 03/01/2005 | S | 83 <u>(1)</u> | D | \$ 43.39 | 6,453 | D |
| Common Stock | 03/01/2005 | S | 462 <u>(1)</u> | D | \$ 43.4 | 5,991 | D |
| Common Stock | 03/01/2005 | S | 12 <u>(1)</u> | D | \$ 43.41 | 5,979 | D |
| Common Stock | 03/01/2005 | S | 36 <u>(1)</u> | D | \$ 43.42 | 5,943 | D |
| Common Stock | 03/01/2005 | S | 202 <u>(1)</u> | D | \$ 43.43 | 5,741 | D |
| Common Stock | 03/01/2005 | S | 344 <u>(1)</u> | D | \$ 43.44 | 5,397 | D |
| Common Stock | 03/01/2005 | S | 892 <u>(1)</u> | D | \$ 43.45 | 4,505 | D |
| Common Stock | 03/01/2005 | S | 119 <u>(1)</u> | D | \$ 43.46 | 4,386 | D |
| Common Stock | 03/01/2005 | S | 12 <u>(1)</u> | D | \$ 43.47 | 4,374 | D |
| Common Stock | 03/01/2005 | S | 71 <u>(1)</u> | D | \$ 43.48 | 4,303 | D |
| Common Stock | 03/01/2005 | S | 36 <u>(1)</u> | D | \$ 43.49 | 4,267 | D |
| Common Stock | 03/01/2005 | S | 178 <u>(1)</u> | D | \$ 43.5 | 4,089 | D |
| | 03/01/2005 | S | 107 <u>(1)</u> | D | | 3,982 | D |

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| | | | | | | | |
|--------------|------------|---|-----------------------------|---|----------|------------------|---|
| Common Stock | | | | | \$ 43.52 | | |
| Common Stock | 03/01/2005 | S | 107 <u>(1)</u> | D | \$ 43.55 | 3,875 | D |
| Common Stock | 03/01/2005 | S | 95 <u>(1)</u> | D | \$ 43.56 | 3,780 | D |
| Common Stock | 03/01/2005 | S | 296 <u>(1)</u> | D | \$ 43.57 | 3,484 | D |
| Common Stock | 03/01/2005 | S | 190 <u>(1)</u> | D | \$ 43.58 | 3,294 | D |
| Common Stock | 03/01/2005 | S | 95 <u>(1)</u> <u>(2)</u> | D | \$ 43.59 | 3,199 <u>(2)</u> | D |

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

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.

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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 | 03/01/2005 | | M | 4,380 | <u>(3)</u> 05/15/2012 | Common Stock | 4,380 |
| Option (Right to Buy) | \$ 22 | 03/01/2005 | | M | 116 | <u>(5)</u> 08/16/2014 | Common Stock | 116 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARDWICK MARY D
C/O NAVTEQ CORPORATION
222 MERCHANDISE MART, SUITE 900
CHICAGO, IL 60654

VP, Quality

Signatures

Irene Barberena, Attorney-in-Fact for Mary D.
Hardwick

03/03/2005

__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 10b5-1 trading plan.
- (2) Ms. Hardwick also engaged in four additional sales of common stock on March 1, 2005, one involving 213 shares at \$43.60 per share, a second involving 59 shares at \$43.65 per share, a third involving 24 shares at \$43.38 per share, and a fourth involving 59 shares at \$43.70 per share, resulting in a total of 2,844 shares beneficially owned by Ms. Hardwick following all reported transactions. The transaction code applicable to each sale is "S".
- (3) This option is fully vested.
- (4) Not applicable.
- (5) The option became exercisable as to 25% of the underlying shares on February 15, 2005 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter.

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