

NAVTEQ CORP
Form 4
November 14, 2007

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

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 *
Murphy James D

(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)
11/12/2007

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, Corporate Controller

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)
				(A) or (D)	Price		
Common Stock	11/12/2007		M	2,746 A	\$ 22 2,746	D	
Common Stock	11/12/2007		M	1,894 A	\$ 42.7 1,894	D	
Common Stock	11/12/2007		M	1,121 A	\$ 46.92 1,121	D	
Common Stock	11/12/2007		S	5,761 D	\$ 76.86 0	D	

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

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SEC 1474
(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 (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)	\$ 22	11/12/2007		M	2,746	⁽¹⁾ 08/06/2014	Common Stock	2,746
Option (Right to Buy)	\$ 42.7	11/12/2007		M	1,894	⁽³⁾ 02/23/2015	Common Stock	1,894
Option (Right to Buy)	\$ 46.92	11/12/2007		M	1,121	⁽⁴⁾ 12/21/2014	Common Stock	1,121

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Murphy James D 425 WEST RANDOLPH STREET CHICAGO, IL 60606			VP, Corporate Controller

Signatures

Irene Barberena, Attorney-in-Fact for James D. Murphy	11/14/2007
<u> </u> **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).

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(1) The option became exercisable as to 25% of the underlying shares on February 1, 2005. The options continued to become exercisable as to approximately 2.08% of the shares underlying the option grant per month thereafter and will continue to become exercisable as to the remaining shares underlying the option grant at the same rate per month until February 1, 2008.

(2) Not applicable.

(3) The option became exercisable as to 25% of the underlying shares on February 15, 2006. The option continued to become exercisable as to approximately 2.08% of the shares underlying the option grant per month thereafter and will continue to become exercisable as to the remaining shares underlying the option grant at the same rate per month until February 15, 2009.

(4) The option became exercisable as to 25% of the underlying shares on March 1, 2007. The option continued to become exercisable as to approximately 2.08% of the shares underlying the option grant per month thereafter and will continue to become exercisable as to the remaining shares underlying the option grant at the same rate per month until March 1, 2010.

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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