

HARDWICK MARY D  
Form 4  
February 03, 2006

**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 \*  
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)  
02/01/2006

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 below) \_\_\_ Other (specify below)  
Vice President, Quality

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/01/2006		M		405	A	408	D	
Common Stock	02/01/2006		F		166 <sup>(2)</sup>	D	\$ 44.55	242	D
Common Stock	02/01/2006		M		598	A	\$ 1.4	840	D
Common Stock	02/01/2006		S		598 <sup>(3)</sup>	D	\$ 44.9	242	D
	02/02/2006		S		239 <sup>(3)</sup>	D		3	D

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Common Stock \$ 44.35

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 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. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	(1)	02/01/2006		M	405	(4)	(1)	Common Stock	405
Option (Right to Buy)	\$ 1.4	02/01/2006		M	598	(5)	05/15/2012	Common Stock	598

## 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

Vice President, Quality

## Signatures

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

02/03/2006

\_\_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) Not applicable.
- (2) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 405 shares underlying restricted stock units.
- (3) Shares sold pursuant to Rule 10b5-1 trading plan.
- (4) The restrictions lapsed with respect to 25% of the shares underlying the restricted stock units on February 1, 2005 and continue to lapse as to 25% of the shares underlying the restricted stock units on February 1 of each of the following three years.
- (5) This 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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