NAVTEQ CORP
Form 4
July 10, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Green Andrew J

(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)
07/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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.

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8 D S (

	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	$ 49.91	07/10/2008	D			405	(1)	03/16/2016	Common Stock	405
Option (Right to Buy)	$ 46.25	07/10/2008	D			2,845	(3)	05/09/2014	Common Stock	2,845
Restricted Stock Unit	(2)	07/10/2008	D			47	(4)	(2)	Common Stock	47
Restricted Stock Unit	(2)	07/10/2008	D			325	(5)	(2)	Common Stock	325
Restricted Stock Unit	(2)	07/10/2008	D			3,310	(6)	(2)	Common Stock	3,310

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Andrew J 425 WEST RANDOLPH STREET CHICAGO, IL 60606	X			

Signatures

Irene Barberena, Attorney-in-Fact for Andrew J. Green	07/10/2008
**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) The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of March 16, 2006, was cancelled in the merger (the "Merger") contemplated by the Agreement and Plan of Merger by and among Nokia Inc., North Acquisition Corp. and NAVTEQ Corporation dated as of October 1, 2007 in exchange for a cash payment of $28.09 (less taxes required to be withheld), which represents the difference between the exercise price of the option and the consideration payable in the Merger for shares of NAVTEQ common stock ($78.00 per share).

(2) Not applicable.

(3) The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of May 9, 2006, was cancelled in the Merger in exchange for a cash payment of $31.75 (less taxes required to be withheld), which represents the difference

between the exercise price of the option and the consideration payable in the Merger for shares of NAVTEQ common stock ($78.00 per share).

(4) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of March 16, 2006, were cancelled in the Merger in exchange for a cash payment $78.00 per share (less taxes required to be withheld.

(5) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of May 9, 2006, were cancelled in the Merger in exchange for a cash payment of $78.00 per share (less taxes required to be withheld.

(6) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of May 22, 2007, were cancelled in the Merger in exchange for a cash payment of $78.00 per share (less taxes required to be withheld.

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.