

NAVTEQ CORP
Form 4
July 10, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

07/10/2008

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)

VP, Corporate Controller

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 | (D) | Price |

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|------|
| | | | | | | | | S |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (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) | \$ 22 | 07/10/2008 | D | | | 184 | <u>(1)</u> | 08/06/2014 | Common Stock | 184 |
| Option (Right to Buy) | \$ 42.7 | 07/10/2008 | D | | | 947 | <u>(3)</u> | 05/15/2012 | Common Stock | 947 |
| Option (Right to Buy) | \$ 46.92 | 07/10/2008 | D | | | 1,569 | <u>(4)</u> | 02/23/2015 | Common Stock | 1,569 |
| Option (Right to Buy) | \$ 32.43 | 07/10/2008 | D | | | 5,020 | <u>(5)</u> | 03/01/2015 | Common Stock | 5,020 |
| Restricted Stock Unit | <u>(2)</u> | 07/10/2008 | D | | | 160 | <u>(6)</u> | <u>(2)</u> | Common Stock | 160 |
| Restricted Stock Unit | <u>(2)</u> | 07/10/2008 | D | | | 310 | <u>(7)</u> | <u>(2)</u> | Common Stock | 310 |
| Restricted Stock Unit | <u>(2)</u> | 07/10/2008 | D | | | 788 | <u>(8)</u> | <u>(2)</u> | Common Stock | 788 |
| Restricted Stock Unit | <u>(2)</u> | 07/10/2008 | D | | | 1,455 | <u>(9)</u> | <u>(2)</u> | Common Stock | 1,455 |

Reporting Owners

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

Signatures

Irene Barberena, Attorney-in-Fact for James D. Murphy

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).

The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of February 1, 2004, was cancelled in the merger (the "Merger") contemplated by the Agreement and Plan of Merger by and among Nokia Inc., North Acquisition

(1) Corp. and NAVTEQ Corporation dated as of October 1, 2007 in exchange for a cash payment of \$56.00 (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.

The option is fully vested and was cancelled in the Merger in exchange for a cash payment of \$35.30 (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 option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of February 15, 2005, was cancelled in the Merger in exchange for a cash payment of \$31.08 (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).

(5) The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of March 1, 2007, was cancelled in the Merger in exchange for a cash payment of \$45.57 (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).

(6) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of February 15, 2005, were replaced in the Merger with restricted stock units consisting of 502 underlying shares of Nokia Corporation.

(7) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of March 1, 2006, were replaced in the Merger with restricted stock units consisting of 972 underlying shares of Nokia Corporation.

(8) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of March 1, 2007, were replaced in the Merger with restricted stock units consisting of 2,470 underlying shares of Nokia Corporation.

(9) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of March 1, 2008, were replaced in the Merger with restricted stock units consisting of 4,560 underlying shares of Nokia Corporation.

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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