

NAVTEQ CORP
Form 4
July 10, 2008

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 *
Fox Clifford I

(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
 Officer (give title below) _____ Other (specify below)
Senior VP, NAVTEQ Map

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 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)	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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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)
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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	1,670					<u>(1)</u>	08/06/2014	Common Stock	1,670
Option (Right to Buy)	\$ 42.7	07/10/2008	D	6,764					<u>(3)</u>	02/23/2015	Common Stock	6,764
Option (Right to Buy)	\$ 46.89	07/10/2008	D	4,976					<u>(4)</u>	09/01/2015	Common Stock	4,976
Option (Right to Buy)	\$ 46.92	07/10/2008	D	11,100					<u>(5)</u>	03/01/2014	Common Stock	11,100
Option (Right to Buy)	\$ 32.43	07/10/2008	D	22,560					<u>(6)</u>	03/01/2015	Common Stock	22,560
Restricted Stock Unit	<u>(2)</u>	07/10/2008	D	381					<u>(7)</u>	<u>(2)</u>	Common Stock	381
Restricted Stock Unit	<u>(2)</u>	07/10/2008	D	1,280					<u>(8)</u>	<u>(2)</u>	Common Stock	1,280
Restricted Stock Unit	<u>(2)</u>	07/10/2008	D	12,579					<u>(9)</u>	<u>(2)</u>	Common Stock	12,579
Restricted Stock Unit	<u>(2)</u>	07/10/2008	D	3,906					<u>(10)</u>	<u>(2)</u>	Common Stock	3,906
Restricted Stock Unit	<u>(2)</u>	07/10/2008	D	560					<u>(11)</u>	<u>(2)</u>	Common Stock	560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Clifford I 425 WEST RANDOLPH STREET CHICAGO, IL 60606			Senior VP, NAVTEQ Map	

Signatures

Irene Barberena, Attorney-in-Fact for Clifford
I. Fox

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 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).
- (1) Acquisition 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, 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 \$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).
- (3) 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 \$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).
- The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of September 1, 2005, was cancelled in the Merger in exchange for a cash payment of \$31.11 (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 September 1, 2005, was cancelled in the Merger in exchange for a cash payment of \$31.11 (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).
- The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of March 1, 2006, 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, 2006, 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).
- 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 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).
- (7) 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 1,194 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, 2006, were replaced in the Merger with restricted stock units consisting of 4,012 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, 2007, were replaced in the Merger with restricted stock units consisting of 39,420 underlying shares of Nokia Corporation.
- (10) 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 12,241 underlying shares of Nokia Corporation.
- The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of September 1, 2005, were cancelled with respect to 280 underlying shares in the Merger in exchange for a cash payment of \$78.00 per share (less taxes required to be withheld) and were replaced in the Merger with respect to 280 underlying shares with restricted stock units consisting of 878 underlying shares of Nokia Corporation.
- (11) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of September 1, 2005, were cancelled with respect to 280 underlying shares in the Merger in exchange for a cash payment of \$78.00 per share (less taxes required to be withheld) and were replaced in the Merger with respect to 280 underlying shares with restricted stock units consisting of 878 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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