NAVTEQ CORP Form 3 July 06, 2007

#### FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement NAVTEO CORP [NVT] Murphy James D (Month/Day/Year) 06/30/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O NAVTEQ (Check all applicable) CORPORATION, Â 222 MERCHANDISE MART. 10% Owner Director **SUITE 900** \_X\_\_ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group VP, Corporate Controller Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person CHICAGO, Â ILÂ 60654 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â Common Stock 718 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

Conversion Ownership Derivative Security

Ownership Or Exercise

Form of (Instr. 5)

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|                       | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)      |                                  | Price of               | Derivative                                      |   |
|-----------------------|---------------------|--------------------|-----------------|----------------------------------|------------------------|---|---|
|                       |                     |                    | Title           | Amount or<br>Number of<br>Shares | Derivative<br>Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
| Option (Right to Buy) | (1)                 | 08/06/2014         | Common<br>Stock | 2,930                            | \$ 22                  | D   | Â |
| Option (Right to Buy) | (2)                 | 02/23/2015         | Common<br>Stock | 2,841                            | \$ 42.7                | D   | Â |
| Option (Right to Buy) | (3)                 | 03/01/2016         | Common<br>Stock | 2,690                            | \$ 46.92               | D   | Â |
| Option (Right to Buy) | (4)                 | 03/01/2015         | Common<br>Stock | 5,020                            | \$ 32.43               | D   | Â |
| Restricted Stock Unit | (5)                 | (6)                | Common<br>Stock | 213                              | \$ <u>(6)</u>          | D   | Â |
| Restricted Stock Unit | (7)                 | (6)                | Common<br>Stock | 320                              | \$ <u>(6)</u>          | D   | Â |
| Restricted Stock Unit | (8)                 | (6)                | Common<br>Stock | 465                              | \$ <u>(6)</u>          | D   | Â |
| Restricted Stock Unit | (9)                 | (6)                | Common<br>Stock | 1,050                            | \$ <u>(6)</u>          | D   | Â |

### **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                          |       |  |  |
|--|---------------|-----------|--------------------------|-------|--|--|
| reporting of the reality reality   | Director      | 10% Owner | Officer                  | Other |  |  |
| Murphy James D<br>C/O NAVTEQ CORPORATION<br>222 MERCHANDISE MART, SUITE 900<br>CHICAGO, IL 60654 | Â             | Â         | VP, Corporate Controller | Â     |  |  |

## **Signatures**

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

Murphy

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 was awarded on August 6, 2004 and became exercisable as to 25% of the underlying shares on February 1, 2005. The options (1) continued to be exercisable as to approximately 2.08% of the shares underlying the option grant per month therafter and will continue to be exercisable as to the remaining shares underlying the option grant at the same rate per month until February 1, 2008.
- The option was awarded on February 23, 2005 and became exercisable as to 25% of the underlying shares on March 1, 2006. The options continued to be exercisable as to approximately 2.08% of the shares underlying the option grant per month therafter and will continue to be exercisable as to the remaining shares underlying the option grant at the same rate per month until March 1, 2009.

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- The option was awarded on March 1, 2006 and became exercisable as to 25% of the underlying shares on March 1, 2007. The options continued to be exercisable as to approximately 2.08% of the shares underlying the option grant per month therafter and will continue to be exercisable as to the remaining shares underlying the option grant at the same rate per month until March 1, 2010.
- (4) The option was awarded on March 1, 2007 and becomes exercisable as to 25% of the underlying shares on March 1, 2008 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter until March 1, 2011.
- These restricted stock units were awarded on August 5, 2004. The restrictions lapsed as to 25% of the shares underlying the award on (5) February 1, 2005 and will continue to lapse as to the remaining shares underlying the award at the same rate per year until February 1, 2008.
- (6) Not applicable.
- These restricted stock units were awarded on February 23, 2005. The restrictions lapsed as to 25% of the shares underlying the award on February 15, 2006 and will continue to lapse as to the remaining shares underlying the award at the same rate per year until February 15, 2009.
- This performance-based restricted stock unit award was made on March 1, 2006. The restrictions lapsed on March 1, 2007 with respect to 25% of the shares underlying the award as calculated on February 13, 2007, and will continue to lapse as to the remaining shares underlying the award on the next three anniversaries of March 1st at the same rate per year until March 1, 2010.
- These restricted stock units were awarded on March 1, 2007. The restrictions lapse with respect to 25% of the shares underlying the award on March 1, 2008 and will continue to lapse as to the remaining shares underlying the award on the next three anniversaries of March 1st at the same rate per year until March 1, 2011.

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.