

Fox Clifford I
Form 4
March 04, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

03/01/2008

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)

Senior VP, NAVTEQ Map

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)
Common Stock	03/01/2008		M	640 A	640	D	
Common Stock	03/01/2008		F	188 ⁽²⁾ D	\$ 452 74.95	D	
Common Stock	03/01/2008		M	4,193 A	4,645	D	
Common Stock	03/01/2008		F	1,234 ⁽³⁾ D	\$ 3,411 74.95	D	
Common Stock	03/03/2008		S	3,411 ⁽⁴⁾ D	\$ 0 74.89	D	

Edgar Filing: Fox Clifford I - Form 4

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 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. Pr Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	03/01/2008		M		640		(5)	(1)	Common Stock	640	9
Restricted Stock Unit	(1)	03/01/2008		M		4,193		(6)	(1)	Common Stock	4,193	9

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 03/04/2008

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) Not applicable.
- (2) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 640 restricted stock units.
- (3) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of 4,193 restricted stock units.
- (4) Shares sold pursuant to Rule 10b5-1 trading plan.

Edgar Filing: Fox Clifford I - Form 4

- The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award
- (5) made on March 1, 2006, as determined on February 13, 2007, and will continue to lapse at the same rate on March 1st of each of the following two years.

- The restrictions lapsed on March 1, 2008 with respect to 25% of the shares underlying the performance-based restricted stock unit award
- (6) made on March 1, 2007, as determined on February 27, 2008, and will continue to lapse at the same rate on March 1st of each of the following three years.

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.