Smith Kelly A Form 3 March 19, 2007

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

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

response... 0.5

(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] Smith Kelly A (Month/Day/Year) 03/12/2007 (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 Marketing Filing(Check Applicable Line) _X_ Form filed by One Reporting Person CHICAGO, ILÂ 60654 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Persons who respond to the collection of

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	--	---	--	---

Edgar Filing: Smith Kelly A - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	(1)	08/06/2014	Common Stock	2,496	\$ 22	D	Â
Option (Right to Buy)	(2)	02/23/2015	Common Stock	7,544	\$ 42.7	D	Â
Option (Right to Buy)	(3)	03/01/2016	Common Stock	6,690	\$ 46.92	D	Â
Option (Right to Buy)	(4)	03/01/2015	Common Stock	12,810	\$ 32.43	D	Â
Restricted Stock Unit	(5)	(6)	Common Stock	435	\$ <u>(6)</u>	D	Â
Restricted Stock Unit	(7)	(6)	Common Stock	850	\$ <u>(6)</u>	D	Â
Restricted Stock Unit	(8)	(6)	Common Stock	1,155	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
· F	Director	10% Owner	Officer	Other	
Smith Kelly A C/O NAVTEQ CORPORATION 222 MERCHANDISE MART, SUITE 900 CHICAGO Â II Â 60654	Â	Â	VP, Corporate Marketing	Â	

Signatures

Irene Barberena, Attorney-in-Fact for Kelly A. Smith

03/19/2007

**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).
- (1) The option became exercisable as to 25% of the underlying shares on February 1, 2005 and is exercisable as to the remaining underlying shares in equal monthly installments of 2.08% of the underlying shares of the original option grant.
- (2) The option became exercisable as to 25% of the underlying shares on March 1, 2006 and is exercisable as to the remaining underlying shares in equal monthly installments of 2.08% of the underlying shares of the original option grant.
- (3) The option became exercisable as to 25% of the underlying shares on March 1, 2007 and is exercisable as to the remaining underlying shares in equal monthly installments of 2.08% of the underlying shares of the original option grant.
- (4) The option 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.

(5)

Reporting Owners 2

Edgar Filing: Smith Kelly A - Form 3

These restricted stock units were awarded on August 5, 2004. The restrictions lapse on the first four anniversaries of February 1st in equal yearly installments of 25% of the underlying shares of the original restricted stock unit grant.

- (6) Not applicable.
- (7) These restricted stock units were awarded on February 23, 2005. The restrictions lapse on the first four anniversaries of February 15th in equal yearly installments of 25% of the underlying shares of the original restricted stock unit grant.
- The restrictions lapsed on March 1, 2007 with respect to 25% of the shares underlying the performance-based restricted stock unit award (8) made on March 1, 2006, as calculated on February 13, 2007, and will continue to lapse on the next three anniversaries of March 1st in equal yearly installments of 25% of the underlying shares of the original restricted stock unit grant.

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.