

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER SCOTT 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  
 Officer (give title below)  Other (specify below)

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 Following 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 (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security   |          |            | (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |   | Date Exercisable | Expiration Date | Title      | Amount or Number of Shares |       |
|-----------------------|----------|------------|--|---|------------------|-----------------|------------|----------------------------|-------|
|                       |          |            | Code   | V |                  |                 |            |                            |       |
| Option (Right to Buy) | \$ 22    | 07/10/2008 | D  |   | 2,900            | (1)             | 08/05/2014 | Common Stock               | 2,900 |
| Option (Right to Buy) | \$ 38.32 | 07/10/2008 | D  |   | 3,479            | (3)             | 05/11/2015 | Common Stock               | 3,479 |
| Option (Right to Buy) | \$ 46.25 | 07/10/2008 | D  |   | 2,845            | (4)             | 05/09/2014 | Common Stock               | 2,845 |
| Restricted Stock Unit | (2)      | 07/10/2008 | D  |   | 213              | (5)             | (2)        | Common Stock               | 213   |
| Restricted Stock Unit | (2)      | 07/10/2008 | D  |   | 196              | (6)             | (2)        | Common Stock               | 196   |
| Restricted Stock Unit | (2)      | 07/10/2008 | D  |   | 325              | (7)             | (2)        | Common Stock               | 325   |
| Restricted Stock Unit | (2)      | 07/10/2008 | D  |   | 3,310            | (8)             | (2)        | Common Stock               | 3,310 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MILLER SCOTT D<br>425 WEST RANDOLPH STREET<br>CHICAGO, IL 60606 |               | X         |         |       |

## Signatures

Irene Barberena, Attorney-in-Fact for Scott D. Miller 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).

(1) The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of March 19, 2004, was cancelled in the merger (the "Merger") contemplated by the Agreement and Plan of Merger by and among Nokia Inc., North Acquisition

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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.

(3) The option, which provided for vesting as to 25% of the underlying shares on each of the first four anniversaries of May 11, 2005, was cancelled in the Merger in exchange for a cash payment of \$39.68 (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 May 9, 2006, was cancelled in the Merger in exchange for a cash payment of \$31.75 (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 restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of February 1, 2004, was cancelled in the Merger in exchange for a cash payment of \$78.00 per share (less taxes required to be withheld).

(6) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of May 11, 2005, were cancelled in the Merger in exchange for a cash payment of \$78.00 per share (less taxes required to be withheld).

(7) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of May 9, 2006, were cancelled in the Merger in exchange for a cash payment of \$78.00 per share (less taxes required to be withheld).

(8) The restricted stock units, which provided for lapsing as to 25% of the underlying shares on each of the first four anniversaries of May 22, 2007, were cancelled in the Merger in exchange for a cash payment of \$78.00 per share (less taxes required to be withheld).

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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