

NAVTEQ CORP
Form 4
May 18, 2006

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 *
COHEN DENIS M

(Last) (First) (Middle)

C/O NAVTEQ CORPORATION, 222 MERCHANDISE MART, SUITE 900

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NAVTEQ CORP [NVT]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2006

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)
Executive Vice President

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/16/2006		M		45,000 A \$ 1.4	D	
Common Stock	05/16/2006		S		5,000 (1) D \$ 41.37	D	
Common Stock	05/16/2006		S		100 (1) D \$ 41.35	D	
Common Stock	05/16/2006		S		20,000 (1) D \$ 41.25	D	
	05/16/2006		S			D	

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Common Stock				1,000 <u>(1)</u>	\$	41.24		
Common Stock	05/16/2006	S		8,900 <u>(1)</u>	D	\$ 41.2	13,121	D
Common Stock	05/16/2006	S		5,000 <u>(1)</u>	D	\$ 41.1	8,121	D
Common Stock	05/16/2006	S		400 ⁽¹⁾ <u>(1)</u>	D	\$ 41.08	7,721	D
Common Stock	05/16/2006	S		4,600 <u>(1)</u>	D	\$ 41.05	3,121	D
Common Stock	05/17/2006	M		19,284	A	\$ 1.4	22,405	D
Common Stock	05/17/2006	S		3,000 <u>(1)</u>	D	\$ 42.48	19,405	D
Common Stock	05/17/2006	S		200 ⁽¹⁾ <u>(1)</u>	D	\$ 42.07	19,205	D
Common Stock	05/17/2006	S		500 ⁽¹⁾ <u>(1)</u>	D	\$ 42.05	18,705	D
Common Stock	05/17/2006	S		6,584 <u>(1)</u>	D	\$ 42	12,121	D
Common Stock	05/17/2006	S		3,000 <u>(1)</u>	D	\$ 41.86	9,121	D
Common Stock	05/17/2006	S		3,000 <u>(1)</u>	D	\$ 41.85	6,121	D
Common Stock	05/17/2006	S		3,000 <u>(1)</u>	D	\$ 41.5	3,121	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Title
				Code	V (A) (D)			

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						Date Exercisable	Expiration Date		Amount or Number of Shares
Option (Right to Buy)	\$ 1.4	05/16/2006	M	45,000	(2)	05/15/2012	Common Stock	45,000	
Option (Right to Buy)	\$ 1.4	05/17/2006	M	19,284	(2)	05/15/2012	Common Stock	19,284	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN DENIS M C/O NAVTEQ CORPORATION 222 MERCHANDISE MART, SUITE 900 CHICAGO, IL 60654			Executive Vice President	

Signatures

Irene Barberena, Attorney-in-Fact for Denis
Cohen 05/18/2006

__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) Shares sold pursuant to Rule 10b-5 trading plan.
- (2) All but 2,233 shares underlying this option are fully vested. The remaining 2,233 shares underlying the option vest on June 1, 2006.
- (3) Not applicable.

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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