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NAVIGATION TECHNOLOGIES CORP

Form 10-K/A

December 19, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-K/A
AMENDMENT NO. 3

X ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2001

OR

----- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

COMMISSION FILE NO. 0-21323

NAVIGATION TECHNOLOGIES CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

77-0170321
(I.R.S. Employer Identification No.)

222 MERCHANDISE MART
THE MERCHANDISE MART PLAZA
SUITE 900
CHICAGO, ILLINOIS 60654
(Address of Principal Executive Offices,
including Zip Code)

(312) 279-3390
(Registrant's Telephone Number,
Including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
Employee Stock Options to purchase Common Stock, \$0.001 par value

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of Registrant's knowledge, in the definitive proxy statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Yes X No
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Substantially all of the voting and non-voting common equity is held by

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affiliates of the registrant. There is no established trading market for shares of the registrant's Common Stock.

The number of shares of the registrant's Common Stock, \$.001 par value, outstanding as of February 28, 2002 was 398,299,368.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents of the registrant are incorporated herein by reference:

DOCUMENT

PART OF FORM 10-K

None.

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Explanatory Note: This Amendment No. 3 on Form 10-K/A is being filed to amend Item 14 of Navigation Technologies Corporation's annual report on Form 10-K for the fiscal year ended December 31, 2001.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

- (a) (1) See Item 8.
- (a) (2) See Item 8.
- (a) (3) Exhibits. See Exhibit Index immediately following financial statement schedules.
- (b) Reports on Form 8-K
None.
- (c) Exhibits. See Exhibit Index immediately following financial statement schedules.
- (d) Additional financial statement schedules.
None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: December 18, 2002

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NAVIGATION TECHNOLOGIES CORPORATION

By: /s/ Judson C. Green

Judson C. Green
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURES -----	DATE -----
/s/ Judson C. Green ----- Judson C. Green President, Chief Executive Officer and a Director (Principal Executive Officer)	December 18, 2002
/s/ David B. Mullen ----- David B. Mullen (Principal Financial Officer)	December 18, 2002
Neil Smith* (Principal Accounting Officer)	December 18, 2002
Richard J.A. de Lange* Director	December 18, 2002
T. Russell Shields* Director	December 18, 2002
William E. Curran* Director	December 18, 2002
James P. Nolan* Director	December 18, 2002

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Dirk-Jan van Ommeren*
Director

December 18, 2002

*By: /s/ Judson C. Green

Judson C. Green,
as Attorney-in-Fact

December 18, 2002

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CERTIFICATIONS

I, Judson C. Green, certify that:

1. I have reviewed this annual report on Form 10-K/A (Amendment No. 3) of Navigation Technologies Corporation; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: December 18, 2002

/s/ Judson C. Green

Judson C. Green
President and Chief Executive Officer
(principal executive officer)

I, David B. Mullen, certify that:

1. I have reviewed this annual report on Form 10-K/A (Amendment No. 3) of Navigation Technologies Corporation; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: December 18, 2002

/s/ David B. Mullen

David B. Mullen
Chief Financial Officer
(principal financial officer)

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EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation.(1)
3.2	Certificate of Designation of Series A Cumulative Preferred Stock.(1)
3.3	Certificate of Designation of Series B Cumulative Preferred Stock.(1)
3.4	Restated Bylaws.(1)
4.1	Specimen Common Stock Certificate.(2)
4.2	Stock Option Agreement dated as of May 1, 2000 between Navigation Technologies and Judson C. Green.(2)
4.3	Stock Option Agreement dated as of September 18, 2000 between Navigation Technologies and John K. MacLeod.(2)
4.4	Registration Rights Agreement dated as of March 29, 2001 between Navigation Technologies and Philips Consumer Electronic Services B.V.(1)
4.5	Warrant Agreement dated as of April 1, 1997 between Navigation Technologies and Philips Media Services B.V.(1)
10.1	Stock Purchase Agreement dated as of March 29, 2001 between Navigation Technologies and Philips Consumer Electronic Services B.V.(1)
10.2	Form of Demand Promissory Note for the benefit of Philips Consumer Electronic Services B.V.(1)
10.3	Amended & Restated Master Loan Agreement dated as of April 1, 1997 between Navigation Technologies and Philips Media Services B.V.(1)
10.4(i)	Employment Agreement dated as of April 17, 2000 between Navigation Technologies and Judson C. Green.(1)
10.4(ii)	First Amendment to Employment Agreement dated as of August 15, 2001 between Navigation Technologies and Judson C. Green.(1)
10.5	Employment Agreement dated as of September 18, 2000 between Navigation Technologies and John K. MacLeod.(1)
10.6	Letter Agreement dated February 3, 1998 from Navigation Technologies agreed to and accepted by M. Salahuddin Khan.(1)
10.7	Letter Agreement dated February 13, 1997 from Navigation Technologies agreed to and accepted by Denis M. Cohen.(1)
10.8	Letter Agreement dated October 27, 1998 from Navigation Technologies agreed to and accepted by Lawrence D. Chesler.(1)
10.9(i)	Form (I) of Indemnification Agreement.(1)
10.9(ii)	Form (II) of Indemnification Agreement.(1)

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- 10.10(i) BMW Group International Terms and Conditions for the Purchase of Production Automotive Components dated September 24, 2001.(5)
- 10.10(ii) Purchasing Terms and Conditions between BMW North America, Inc. and Navigation Technologies.(3) (6)
- 10.10(iii) Agreement between BMW (South Africa) (Proprietary) Limited and Navigation B.V. commencing June 1, 1999 (the "South Africa Agreement").(3) (6)
- 10.10(iv) Amendment to South Africa Agreement.(3) (5)
- 10.10(v) Warranty Agreement dated August 8, 1998 between Bayerische Motoren Werke and Navigation Technologies BV (the "Warranty Agreement").(3) (5)
- 10.10(vi) Letter regarding Warranty Agreement dated May 22, 2002 from Bayerische Motoren Werke and Navigation Technologies BV.(5)
- 10.11(i) Data License Agreement dated December 1, 1999 between Harman International Incorporated ("Harman") and Navigation Technologies.(3) (6)
- 10.11(ii) Territory License No. 6 dated September 28, 2001 between Harman and Navigation Technologies ("License No. 6").(3) (5)
- 10.11(iii) Distribution Services Addendum to License No. 6 dated January 1, 2002 between Harman and Navigation Technologies.(3) (5)
- 10.11(iv) Territory License No. 7 dated April 1, 2001 between Harman and Navigation Technologies ("License No. 7").(3) (6)
- 10.11(v) Amendment to License No. 7 dated February 20, 2002 between Harman and Navigation Technologies.(3) (5)
- 21 Subsidiaries of Navigation Technologies.(1)
- 23 Consent of KPMG LLP.(4)
- 24 Power of Attorney by the Directors and Certain Officers.(7)

- (1) Filed with Navigation Technologies' Registration Statement on Form 10, Registration No. 000-21323 and incorporated herein by reference.
- (2) Filed with Navigation Technologies' Registration Statement on Form S-8, Registration No. 333-767000 and incorporated herein by reference.
- (3) Portions omitted pursuant to a request for confidential treatment.
- (4) Filed with Navigation Technologies Amendment No. 1 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001 and incorporated herein by reference.

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- (5) Filed with Navigation Technologies Amendment No. 2 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001 and incorporated herein by reference.
- (6) Filed herewith.
- (7) Filed with Navigation Technologies' Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and incorporated herein by reference.