

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

SEC Accession No. **0001192482-06-000022**

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ISSUER

NAVTEQ CORP

CIK: **834208** | IRS No.: **770170321** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address

222 MERCHANDISE MART
PLAZA
THE MERCHANDISE MART
STE. 900
CHICAGO IL 60654

Business Address

222 MERCHANDISE MART
PLAZA
THE MERCHANDISE MART
STE. 900
CHICAGO IL 60654
312-894-7000

REPORTING OWNER

MULLEN DAVID B

CIK: **1208888**
Type: **4** | Act: **34** | File No.: **001-32262** | Film No.: **06510714**

Mailing Address

C/O NAVIGATION
TECHNOLOGIES CORP
222 MERCHANDISE MART
STE 900
CHICAGO IL 60654

Business Address

NAVIGATION TECHNOLOGIES
CORP.
222 MERCHANDISE MART
CHICAGO IL 60654
3128947000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden
hours per response 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MULLEN DAVID B			2. Issuer Name and Ticker or Trading Symbol NAVTEQ CORP [NVT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
C/O NAVTEQ CORPORATION, 222 MERCHANDISE MART, SUITE 900			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) CHICAGO, IL 60654								
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2006		M		10,000	A	\$5.74	16,996	D	
Common Stock	01/03/2006		S		10,000 ⁽¹⁾	D	\$43.29	6,996	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	\$5.74	01/03/2006		M			10,000	(2)	12/22/2013	Common Stock	10,000	(3)	204,286	D	

Explanation of Responses:

- Shares sold pursuant to Rule 10b5-1 trading plan.
- The option became exercisable as to 25% of the underlying shares on December 1, 2003 and is exercisable as to approximately 2.08% of the underlying shares per month thereafter. The option will fully vest on December 1, 2006.

3. Not applicable.

Signatures

Irene Barberena, Attorney-in-Fact for David B. Mullen

01/06/2006

** Signature of Reporting Person

Date

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

* 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).

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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