

TRIMBLE NAVIGATION LTD /CA/
Form 8-K
January 06, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 31, 2008 (January 5, 2009)

TRIMBLE NAVIGATION LIMITED

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction

of incorporation)

001-14845
(Commission

File Number)

94-2802191
(IRS Employer

Identification No.)

935 Stewart Drive

Sunnyvale, CA
(Address of principal executive offices)

94085
(Zip Code)

Registrant's telephone number, including area code: (408) 481-8000

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.
Amendment to Letter of Employment.

On December 31, 2008, Trimble Navigation Limited (the Company) entered into an amendment to the letter of employment dated December 6, 2004 between the Company and Rajat Bahri (the Prior Letter of Employment). The Prior Letter of Employment was amended to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the Code) and the final regulations issued thereunder. Except as described herein, the terms of Mr. Bahri 's letter of employment are consistent with the Prior Letter of Employment, which is filed as an exhibit to the Company 's Form 10-K for the fiscal year ended December 31, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

TRIMBLE NAVIGATION LIMITED

By: /s/ James A. Kirkland
Name: James A. Kirkland
Title: Vice President

Date: January 5, 2009