TRIMBLE NAVIGATION LTD /CA/

Form 4 March 03, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or Form 5

(Middle)

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(b).

(Last)

(Print or Type Responses)

obligations

may continue.

See Instruction

1. Name and Address of Reporting Person * HARRINGTON MARK A

2. Issuer Name and Ticker or Trading Symbol

TRIMBLE NAVIGATION LTD

/CA/ [TRMB]

3. Date of Earliest Transaction

(Month/Day/Year)

02/27/2014

C/O TRIMBLE NAVIGATION LIMITED, 935 STEWART DRIVE

SUNNYVALE, CA 94085

02/27/2014

Stock

(First)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify below)

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

49,846.9518 D

10.005

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Secu	rities .	Acquired,	Disposed of, or B	eneficially O	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Accordisposed of (D) (Instr. 3, 4 and 5	•	(A) or	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)
Common Stock	02/27/2014		M	1,676	A	\$ 14	7,856.9518	D	
Common Stock	02/27/2014		M	2,324	A	\$ 14	10,180.9518	D	
Common Stock	02/27/2014		M	21,000	A	\$ 9.98	31,180.9518	D	
Common Stock	02/27/2014		M	3,148	A	\$ 10.005	34,328.9518	D	
Common	02/27/2014		M	15 519	٨	\$	10 816 0518	D	

15,518

M

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Common Stock	02/27/2014	M	16,000	A	\$ 10.84	65,846.9518	D
Common Stock	02/27/2014	S	65,846.9518	D	\$ 38.1 (1)	0	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 14	02/27/2014		M		1,676	(2)	04/21/2015	Common Stock	1,676
Employee Stock Option	\$ 14	02/27/2014		M		2,324	(2)	04/21/2015	Common Stock	2,324
Employee Stock Option	\$ 9.98	02/27/2014		M		21,000	(3)	10/20/2015	Common Stock	21,000
Employee Stock Option	\$ 10.005	02/27/2014		M		3,148	<u>(4)</u>	05/19/2016	Common Stock	3,148
Employee Stock Option	\$ 10.005	02/27/2014		M		15,518	<u>(4)</u>	05/19/2016	Common Stock	15,518
Employee Stock Option	\$ 10.84	02/27/2014		M		16,000	(5)	10/23/2016	Common Stock	16,000

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARRINGTON MARK A C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085

Vice President

Signatures

James A. Kirkland, as Attorney-in-Fact

02/28/2014

**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).
- This transaction was executed in multiple trades at prices ranging from \$38.06 to \$38.17; the price reported above reflects the weighted (1) average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.
- (2) 40% of these options became exercisable on 04/21/2010 and an additional 1.67% of these options become exercisable monthly thereafter.
- (3) 40% of these options became exercisable on 10/20/2010 and an additional 1.67% of these options become exercisable monthly thereafter.
- (4) 40% of these options became exercisable on 05/19/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (5) 40% of these options became exercisable on 10/23/2011 and an additional 1.67% of these options become exercisable monthly thereafter. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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