Bahri Rajat Form 4 May 21, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Bahri Rajat

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TRIMBLE NAVIGATION LTD /CA/ [TRMB]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/19/2009

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

Vice President & CFO

C/O TRIMBLE NAVIGATION LTD, 935 STEWART DRIVE

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94085

(City)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following (Instr. 4) Reported

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 20.01	05/19/2009		A	8,000	<u>(1)</u>	05/19/2016	Common Stock	8,000
Employee Stock Option	\$ 20.01	05/19/2009		A	27,000	<u>(1)</u>	05/19/2016	Common Stock	27,000
Restricted Stock Unit	(2)	05/19/2009		A	5,000	(3)	(3)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

Bahri Rajat

C/O TRIMBLE NAVIGATION LTD 935 STEWART DRIVE SUNNYVALE, CA 94085

Vice President & CFO

Signatures

James Kirkland as Attorney in Fact 05/21/2009

**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).
- $\textbf{(1)} \quad \text{This option is exercisable 40\% after two years and } 1.67\% \text{ a month thereafter, fully vested in five years from grant date.}$
- (2) Each restricted stock unit represents a contingent right to recieve the value of one share of Trimble Navigation common stock, payable in cash, common stock or a combination of both at the option of Trimble Navigation.
- (3) The restriced stock units will vest 100% in thirty six (36) months after the award date. Vested shares wil be delivered to the reporting person upon vest.

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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