

TRIMBLE NAVIGATION LTD /CA/

Form 4

March 03, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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. Name and Address of Reporting Person *
HARRINGTON MARK A2. Issuer Name and Ticker or Trading Symbol
TRIMBLE NAVIGATION LTD
/CA/ [TRMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2014☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Vice PresidentC/O TRIMBLE NAVIGATION
LIMITED, 935 STEWART DRIVE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

SUNNYVALE, CA 94085

(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	02/27/2014		M		1,676	A	\$ 14 7,856.9518
Common Stock	02/27/2014		M		2,324	A	\$ 14 10,180.9518
Common Stock	02/27/2014		M		21,000	A	\$ 9.98 31,180.9518
Common Stock	02/27/2014		M		3,148	A	\$ 10.005 34,328.9518
Common Stock	02/27/2014		M		15,518	A	\$ 10.005 49,846.9518

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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 <u>(1)</u>	0	D

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

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(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. 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 14	02/27/2014		M	1,676	<u>(2)</u> 04/21/2015	Common Stock	1,676
Employee Stock Option	\$ 14	02/27/2014		M	2,324	<u>(2)</u> 04/21/2015	Common Stock	2,324
Employee Stock Option	\$ 9.98	02/27/2014		M	21,000	<u>(3)</u> 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	<u>(5)</u> 10/23/2016	Common Stock	16,000

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 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.
- (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.

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