

TRIMBLE NAVIGATION LTD /CA/

Form 4

March 11, 2014

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

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
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Veneziano James

2. 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)
03/07/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

C/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)
__X__ 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	03/07/2014		M		894	A	\$ 10.005	41,519.58	D
Common Stock	03/07/2014		M		10,000	A	\$ 14	51,519.58	D
Common Stock	03/07/2014		M		4,900	A	\$ 9.98	56,419.58	D
Common Stock	03/07/2014		M		7,100	A	\$ 10.005	63,519.58	D
Common Stock	03/07/2014		M		21,500	A	\$ 10.84	85,019.58	D

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Common Stock	03/07/2014	S	894	D	\$ 39.55	84,125.58	D
Common Stock	03/07/2014	S	10,000	D	\$ 40	74,125.58	D
Common Stock	03/07/2014	S	2,171	D	\$ 40	71,954.58	D
Common Stock	03/07/2014	S	2,729	D	\$ 39.5	69,225.58	D
Common Stock	03/07/2014	S	7,100	D	\$ 39.49 (1)	62,125.58	D
Common Stock	03/07/2014	S	5,155	D	\$ 39.51 (2)	56,970.58	D
Common Stock	03/07/2014	S	16,345	D	\$ 39.48 (3)	41,120.58 (4)	D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 10.005	03/07/2014		M	894	(5) 05/19/2016	Common Stock 894
Employee Stock Option	\$ 14	03/07/2014		M	10,000	(6) 04/21/2015	Common Stock 10,000
Employee Stock Option	\$ 9.98	03/07/2014		M	4,900	(7) 10/20/2015	Common Stock 4,900
Employee Stock	\$ 10.005	03/07/2014		M	7,100	(5) 05/19/2016	Common Stock 7,100

Option

Employee

Stock	\$ 10.84	03/07/2014	M	21,500	(8)	10/23/2016	Common Stock	21,500
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Option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Veneziano James C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085			Vice President	

Signatures

James A. Kirkland, as Attorney-in-Fact	03/10/2014
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**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).

- (1) The price reported is the weighted average sale price of shares occurring at prices ranging from \$39.48 - \$39.50. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold for each separate price.
- (2) The price reported is the weighted average sale price of shares occurring at prices ranging from \$39.50 - \$39.52. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold for each separate price.
- (3) The price reported is the weighted average sale price of shares occurring at prices ranging from \$39.47 - 39.51. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold for each separate price.
- (4) Includes 495 shares acquired under the Amended and Restated Employee Stock Purchase Plan on February 28, 2014.
- (5) 40% of these options became exercisable on 5/9/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (6) 40% of these options became exercisable on 4/21/2010 and an additional 1.67% of these options become exercisable monthly thereafter.
- (7) 40% of these options became exercisable on 10/20/2010 and an additional 1.67% of these options become exercisable monthly thereafter.
- (8) 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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