

FOSBURGH BRYN
Form 4
January 20, 2012

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSBURGH BRYN

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)
01/19/2012

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

C/O TIMBLE NAVIGATION
LTD, 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 Ownership (Instr. 4)	
				Code	V Amount Price				
Common Stock	01/19/2012		M		10,500	A \$ 23.4413	13,034	D	
Common Stock	01/19/2012		S ⁽¹⁾		10,500	D \$ 45.006 ⁽²⁾	2,534	D	
Common Stock	01/19/2012		M		3,750	A \$ 40.59	6,284	D	
Common Stock	01/19/2012		S ⁽²⁾		3,750	D \$ 45.006 ⁽²⁾	2,534	D	
Common Stock	01/19/2012		M		750	A \$ 28	3,284	D	

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Common Stock	01/19/2012	S ⁽¹⁾	750	D	\$ 45.006 (2)	3,284	D
Common Stock	01/19/2012	M	231	A	\$ 28	2,765	D
Common Stock	01/19/2012	S ⁽¹⁾	231	D	\$ 45.006 (2)	2,534	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 23.4413	01/19/2012		M	10,500	(3)	10/20/2013	Common Stock	10,500
Employee Stock Option	\$ 40.59	01/19/2012		M	3,750	(3)	10/20/2014	Common Stock	3,750
Employee Stock Option	\$ 28	01/19/2012		M	750	(3)	04/21/2015	Common Stock	750
Employee Stock Option	\$ 28	01/19/2012		M	231	(3)	04/21/2015	Common Stock	231

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSBURGH BRYN C/O TIMBLE NAVIGATION LTD			Vice President	

935 STEWART DRIVE
SUNNYVALE, CA 94085

Signatures

James Kirkland as Attorney
in Fact

01/20/2012

__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 sale reported in this form 4 was affected pursuant to a Rule 10b5-1 plan adopted by the reporting person on November 28, 2011.

The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$45.00 to \$45.06. Upon request
(2) from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold of each separate price.

(3) This option vests 40% after two years and 1.67% a month 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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