

TRIMBLE NAVIGATION LTD /CA/

Form 4

February 20, 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 *
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)
02/18/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
__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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2014		M		5,000	A	\$ 14
					11,322.8936		D
Common Stock	02/18/2014		M		28,000	A	\$ 9.98
					39,322.8936		D
Common Stock	02/18/2014		M		17,500	A	\$ 10.01
					56,822.8936		D
Common Stock	02/18/2014		M		20,000	A	\$ 10.84
					76,822.8936		D
Common Stock	02/18/2014		M		5,000	A	\$ 15.4
					81,822.8936		D

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Common Stock	02/18/2014	M	20,000	A	\$ 18.1	101,822.8936	D
Common Stock	02/18/2014	M	27,498	A	\$ 21.53	129,320.8936	D
Common Stock	02/18/2014	M	36,000	A	\$ 20.64	165,320.8936	D
Common Stock	02/18/2014	S	164,439	D	\$ 37.01 (1)	881.8936	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	\$ 14	02/18/2014		M	5,000	(2) 04/21/2015	Common Stock 5,000
Employee Stock Option	\$ 9.98	02/18/2014		M	28,000	(3) 10/20/2015	Common Stock 28,000
Employee Stock Option	\$ 10.01	02/18/2014		M	17,500	(4) 05/19/2016	Common Stock 17,500
Employee Stock Option	\$ 10.84	02/18/2014		M	20,000	(5) 10/23/2016	Common Stock 20,000
Employee Stock Option	\$ 15.4	02/18/2014		M	5,000	(6) 04/27/2017	Common Stock 5,000
	\$ 18.1	02/18/2014		M	20,000	(7) 10/26/2017	20,000

Employee Stock Option								Common Stock	
Employee Stock Option	\$ 21.53	02/18/2014	M	27,498	<u>(8)</u>	05/03/2018	Common Stock	27,498	
Employee Stock Option	\$ 20.64	02/18/2014	M	36,000	<u>(9)</u>	10/28/2018	Common Stock	36,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSBURGH BRYN C/O TIMBLE NAVIGATION LTD 935 STEWART DRIVE SUNNYVALE, CA 94085			Vice President	

Signatures

James Kirkland, as
Attorney-in-Fact

02/19/2014

__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).

- (1) The price reported is the weighted average sale price of shares occurring at prices ranging from \$36.80 - \$37.30. 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) 40% of these options became exercisable on 4/21/2010 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 5/19/2011 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.
- (6) 40% of these options became exercisable on 4/27/2012 and an additional 1.67% of these options become exercisable monthly thereafter.
- (7) 40% of these options became exercisable on 10/26/2012 and an additional 1.67% of these options become exercisable monthly thereafter.
- (8) 40% of these options became exercisable on 5/3/2013 and an additional 1.67% of these options become exercisable monthly thereafter.
- (9) 40% of these options became exercisable on 10/28/2013 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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