

TRIMBLE NAVIGATION LTD /CA/
Form 4
March 11, 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 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 *
Veneziano James

(Last) (First) (Middle)

C/O TRIMBLE NAVIGATION LIMITED, 935 STEWART DRIVE

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRIMBLE NAVIGATION LTD /CA/ [TRMB]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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				(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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(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	05/19/2016	Common Stock	894
Employee Stock Option	\$ 14	03/07/2014		M	10,000	⁽⁶⁾ 04/21/2015	04/21/2015	Common Stock	10,000
Employee Stock Option	\$ 9.98	03/07/2014		M	4,900	⁽⁷⁾ 10/20/2015	10/20/2015	Common Stock	4,900
Employee Stock	\$ 10.005	03/07/2014		M	7,100	⁽⁵⁾ 05/19/2016	05/19/2016	Common Stock	7,100

Option

Employee

Stock	\$ 10.84	03/07/2014		M	21,500	<u>(8)</u>	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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