HARRINGTON MARK A

Form 4

September 21, 2010

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HARRINGTON MARK A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TRIMBLE NAVIGATION LTD /CA/ [TRMB]

(Check all applicable)

C/O TRIMBLE NAVIGATION

(Street)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

LTD, 935 STEWART DRIVE

09/20/2010

Vice President

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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)	Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
Common Stock	09/20/2010		M	12,500	A	\$ 16.235	14,282	D				
Common Stock	09/20/2010		S <u>(1)</u>	12,500	D	\$ 33	1,782	D				
Common Stock	09/20/2010		M	5,500	A	\$ 16.995	7,282	D				
Common Stock	09/20/2010		S(1)	5,500	D	\$ 34	1,782	D				
Common Stock	09/21/2010		M	34,500	A	\$ 16.995	36,282	D				

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Common $S^{(1)}$ 09/21/2010 34,500 D 34.0133 1,782 D Stock

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 4. 5. Number of Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) 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	\$ 16.235	09/20/2010		M	12,500	(3)	12/17/2014	Common Stock	12,500
Employee Stock Option	\$ 16.995	09/20/2010		M	5,500	(3)	12/20/2015	Common Stock	5,500
Employee Stock Option	\$ 16.995	09/21/2010		M	34,500	(3)	12/20/2015	Common Stock	34,500

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

HARRINGTON MARK A C/O TRIMBLE NAVIGATION LTD 935 STEWART DRIVE SUNNYVALE, CA 94085

Vice President

Signatures

James Kirkland as Attorney 09/21/2010 in Fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 June 1, 2010.
 - The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$34.00 to \$34.10. Upon request
- (2) from the SEC or a stock holder of the issuer, the reporting person will provde information on the number of shares sold of each separate price.
- (3) This option is exercisable 20% at the end of the first year 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.