

PARKINSON BRADFORD W
 Form 4
 February 10, 2011

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 *
 PARKINSON BRADFORD W

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)
 02/08/2011

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

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 | 02/08/2011 | | M | | 15,000 A \$ 19.615 | 15,000 | D | |
| Common Stock | 02/08/2011 | | S | | 15,000 D \$ 47.17 | 0 | D | |
| Common Stock | 02/08/2011 | | M | | 15,000 A \$ 22.535 | 15,000 | D | |
| Common Stock | 02/08/2011 | | S | | 15,000 D \$ 47.0577 | 0 | D | |
| | 02/08/2011 | | M | | 8,333 A \$ 20.01 | 8,333 | D | |

Common
Stock

| | | | | | | | |
|-----------------|------------|---|-------|---|---------------|---|---|
| Common Stock | 02/08/2011 | S | 8,333 | D | \$ 46.9212 | 0 | D |
| | | | | | <u>(2)</u> | | |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 19.615 | 02/08/2011 | | M | | <u>(3)</u> | 05/19/2015 | Common Stock | 15,000 |
| Employee Stock Option | \$ 22.535 | 02/08/2011 | | M | | <u>(3)</u> | 05/18/2016 | Common Stock | 15,000 |
| Employee Stock Option | \$ 20.01 | 02/08/2011 | | M | | <u>(3)</u> | 05/19/2019 | Common Stock | 8,333 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PARKINSON BRADFORD W
C/O TIMBLE NAVIGATION LTD
935 STEWART DRIVE
SUNNYVALE, CA 94085

X

Signatures

James Kirkland as Attorney
in Fact

02/10/2011

__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 sales occurring at prices ranging from \$46.99 to 47.22. Upon the request of the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold of each separate price.
- (2) The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$46.863 to \$47.05. Upon the request of 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 is exercisable at a rate of 1/36th per month.

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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