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TRIMBLE NAVIGATION LTD /CA/

Form 4 May 13, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **FOSBURGH BRYN**

2. Issuer Name and Ticker or Trading

Issuer

Director

Symbol

TRIMBLE NAVIGATION LTD /CA/ [TRMB]

(Check all applicable)

Vice President

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/09/2014

X_ Officer (give title Other (specify below)

C/O TIMBLE NAVIGATION LTD, 935 STEWART DRIVE

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94085

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

10% Owner

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock

(Instr. 3)

1,344.2436 (1) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or 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	\$ 35.02	05/09/2014		A	18,500	(2)	05/09/2021	Common Stock	18,500
Employee Restricted Stock Unit	(3)	05/09/2014		A	6,167	<u>(4)</u>	<u>(4)</u>	Common Stock	6,167

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 A. Kirkland, as Attorney-in-Fact 05/13/2014

**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) Includes 462.35 shares acquired under the Amended and Restated Employee Stock Purchase Plan on February 28, 2014.
- (2) 50% of these options become exercisable on 05/09/2015 and an additional 2.08% of these options become exercisable monthly thereafer.
- (3) Each restricted stock unit represents a contingent right to receive one share of Trimble Navigation common stock.
- (4) 100% of these restricted stock units will vest on the 3rd anniversary of the grant date.

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.

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