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TRIMBLE NAVIGATION LTD /CA/
Form 10-K/A
March 28, 2002

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

FORM 10-K/A
(Amendment No. 1)

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 29, 2000

OR

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 0-18645

TRIMBLE NAVIGATION LIMITED
(Exact name of Registrant as specified in its charter)

| | |
|--|---|
| California | 94-2802192 |
| ----- (State or other jurisdiction of incorporation or organization) | ----- (I.R.S. Employer Identification No.) |
| 645 North Mary Avenue, Sunnyvale, CA | 94088 |
| ----- (Address of principal executive offices) | ----- (Zip Code) |

Registrant's telephone number, including area code: (408) 481-8000

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:

Common Stock
Preferred Share Purchase Rights
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A. [X]

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant was approximately \$446,702,176 as of March 22, 2002, based on the closing sale price of the common stock quoted on the Nasdaq National Market for that date.

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On March 29, 2001, Trimble Navigation Limited, a California corporation, filed an Annual Report on Form 10-K for the fiscal year ended December 29, 2000. This amendment on Form 10-K/A is filed for the sole purpose of disclosing additional information required pursuant to Rule 701 of Regulation S-K promulgated under the Securities Act of 1933, as amended.

The following text is added to page 18:

"On November 14, 2000, the Company issued 576,726 shares of its Common Stock (valued at \$14,995,000) to the shareholders of Tripod Data Systems, Inc. in connection with the acquisition of the assets and business of Tripod Data Systems. (See "Recent Business Developments" on page 21 for a description of the acquisition.) Upon a hearing before the California Department of Corporations in which the terms and conditions of the offer were approved, the shares of Common Stock issued in the transaction were exempt from registration by reason of qualification under Section 3(a)(10) of the Securities Act of 1933, as amended."

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

TRIMBLE NAVIGATION LIMITED

By: /s/ Steven W. Berglund

Steven W. Berglund,
President and Chief Executive Officer

March 28, 2002