

TRIMBLE NAVIGATION LTD /CA/
Form 4
February 14, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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)
02/12/2014

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

C/O TRIMBLE NAVIGATION LIMITED, 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/12/2014 | | M | | 11,717 | A | \$ 9.98 52,342.58 | D |
| Common Stock | 02/12/2014 | | M | | 10,117 | A | \$ 10.005 62,459.58 | D |
| Common Stock | 02/12/2014 | | M | | 2,807 | A | \$ 10.005 65,266.58 | D |
| Common Stock | 02/12/2014 | | S ⁽¹⁾ | | 24,641 | D | \$ 35.06 ₍₂₎ 40,625.58 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | \$ 9.98 | 02/12/2014 | | M | 11,717 | ⁽³⁾ 10/20/2015 | Common Stock 11,717 |
| Employee Stock Option | \$ 10.005 | 02/12/2014 | | M | 10,117 | ⁽⁴⁾ 05/19/2016 | Common Stock 10,117 |
| Employee Stock Option | \$ 10.005 | 02/12/2014 | | M | 2,807 | ⁽⁴⁾ 05/19/2016 | Common Stock 2,807 |

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

02/13/2014

**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) The sale was effected by Mr. Veneziano to a rule 10b5-1 sale plan effective May 13, 2013.

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- This transaction was executed in multiple trades at prices ranging from \$35.01 to \$35.154; the price reported above reflects the weighted
- (2) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, staff, the issuer, or a security holder of the issuer.
 - (3) 40% of these options became exercisable on 10/20/2010 and an additional 1.67% of these options become exercisable monthly thereafter.
 - (4) 40% of these options became exercisable on 05/19/2011 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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