

TRIMBLE NAVIGATION LTD /CA/  
 Form 4  
 May 23, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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)  
 05/19/2005

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

C/O TIMBLE NAVIGATION LTD, 749 N MARY AVE

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (In			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 39.23	05/19/2005	A		7,500		(1)	05/19/2015	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKINSON BRADFORD W C/O TIMBLE NAVIGATION LTD 749 N MARY AVE SUNNYVALE, CA 94085	X			

## Signatures

Irwin Kwatek as Attorney in Fact  
Date: 05/23/2005  
\*\*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) 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. 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. TD>Fair value \$20,225,015\$22,556,209

### NOTE 3 - PARTICIPATION AND BENEFITS

**Participant contributions** - Participants may elect to have the Company contribute up to 25% of their eligible pre-tax compensation to the Plan. In addition, eligible participants can make catchup contributions, up to the maximum allowed under current tax regulations. Participants who elect to have the Company contribute a portion of their eligible compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other

tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

**Employer contributions** - The Company is allowed to make discretionary matching contributions as defined in the Plan and as approved by the Board of Directors. In 2006 and 2005, the Company contributed an amount equal to 50% of each eligible participant's contribution, not to exceed \$1,000 per participant per Plan year.

Prior to July 1, 2006, the Plan also allowed for a discretionary profit sharing contribution each calendar quarter as determined by the Board of Directors. The Company did not make any discretionary profit sharing contributions during the years ended June 30, 2006 and 2005.

**Vesting** - Participants are immediately vested in their contributions and the Company's matching and discretionary profit sharing contributions, at all times.

**Participant accounts** - Each participant's account is credited with the participant's contribution, Plan earnings or losses and an allocation of the Company's contributions, if any. Allocation of the Company's discretionary matching and profit sharing contributions are based on eligible participant contributions or eligible compensation, as defined in the Plan.

**Payment of benefits** - Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount. Upon termination of employment, the Plan provides for automatic lump sum distribution of account balances of \$1,000 or less, and for an automatic rollover to an IRA on account balances greater than \$1,000 but not greater than \$5,000.

6

**Loans to participants** - Participants may borrow not less than \$1,000 and up to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the participant's balance, bear interest at the available market financing rates and must be repaid within a five-year period, unless the loan is used for the purchase of a principal residence in which case the maximum repayment period is fifteen years. The specific terms and conditions of such loans are established by the Committee. Outstanding loans at June 30, 2006 carry interest rates ranging from 6% to 11.5%.

#### NOTE 4 - INVESTMENTS

The following table includes the fair values of investments and investment funds that represent 5% or more of the Plan's net assets at June 30:

	2006	2005
Washington Mutual Investors Fund A	\$ 57,808,714	\$ 56,744,011
PIMCO Total Return Fund I	24,500,120	24,562,797
Growth Fund of America A	77,865,272	64,783,016
New Perspective Fund A	34,849,741	30,218,378
Income Fund of America A		34,702,061
American Funds Income Fund of America	34,786,017	
Fremont Institutional U.S. Micro Cap Fund	21,343,525	20,923,086

Fidelity Diversified International Fund	52,575,389	33,783,743
Fidelity Mid Cap Stock Fund	41,371,826	26,854,105
Fidelity Managed Income II Portfolio	36,656,745	33,757,246
Fidelity Spartan U.S. Equity Index Fund	30,386,273	27,923,994
KLA-Tencor Stock	20,225,015	22,556,209
Other funds individually less than 5% of net assets	45,152,578	38,795,795
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Assets held for investment purposes	\$ 477,521,215	\$ 415,604,441

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended June 30:

	2006	2005
Mutual funds	\$ 33,365,999	\$ 17,262,833
Common stock	(352,711)	(2,816,993)
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	\$ 33,013,288	\$ 14,445,840

7

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#### **NOTE 5 - PLAN TERMINATION OR MODIFICATION**

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time and for any reason, subject to the provisions of ERISA.

#### **NOTE 6 - SUBSEQUENT EVENTS**

Effective July 1, 2006, the Board of Directors approved an increase in the matching contribution to a maximum of \$3,000 per Plan year.

Effective September 28, 2006, participants are no longer allowed to purchase any Company common stock under the Plan until further notice. Participants may continue to sell their shares held in Company common stock under the Plan.

8

## SUPPLEMENTAL SCHEDULE

9

**KLA-TENCOR 401(k) PLAN**

**EIN: 04-2564110**

**PLAN #001**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
JUNE 30, 2006**

Identity of issue, borrower,  lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current  value
Fidelity Management Trust Company: Washington Mutual Investors Fund A	Mutual fund	\$ 57,808,714
PIMCO Total Return Fund I Growth Fund of America A	Mutual fund Mutual fund	24,500,120 77,865,272

Explanation of Responses:

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	New Perspective Fund A	Mutual fund	34,849,741
	Columbia International Value Fund A	Mutual fund	8,936,732
	American Funds Income Fund of America	Mutual fund	34,786,017
	Artisan Small Cap Value	Mutual fund	6,669,534
	Fremont Institutional U.S. Micro Cap Fund	Mutual fund	21,343,525
*	Fidelity Diversified International Fund	Mutual fund	52,575,389
*	Fidelity Mid Cap Stock Fund	Mutual fund	41,371,826
*	Fidelity Managed Income II Portfolio	Common/Collective Trust	36,656,745
*	Fidelity Spartan U.S. Equity Index Fund	Mutual fund	30,386,273
*	Fidelity Select Electronics Fund	Mutual fund	23,331,468
*	KLA-Tencor Stock	Common stock	20,225,015
*	Cash	Cash	3,396
*	Participant loans	Interest rates ranging from 6% to 11.5%	6,211,448
			\$ 477,521,215

\* Party-in-interest